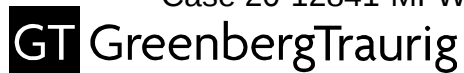


Exhibit A

(Nature of Work Performed by the Professionals)



Invoice No. : 5578625
 File No. : 157998.010800
 Bill Date : January 22, 2021

YouFit Health Clubs, LLC
 1350 E. Newport Center Drive
 Suite 110
 Deerfield Beach, FL 33442

INVOICE

Re: Strategic Transaction
 Claim #:LIT-50504

Legal Services through December 31, 2020:

Total Fees: \$ 695,300.50

Expenses:

Court Fees	185.25
Deposition/Court Reporters	355.90
Filing Fees	39.00
Off-site Printing and Copying Charges	387.20
Postage	24.25
Service Company Charges	1,098.69
UPS Charges	33.62
Information and Research	1,283.18

Total Expenses: \$ 3,407.09

Current Invoice: \$ 698,707.59

BIM:JJC

Tax ID: 59-1270754

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 1

Description of Professional Services Rendered:

TASK CODE: 803 BUSINESS OPERATIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nancy A. Peterman	Exchange email with B. Gleason (CRO) and P. Corrie (Board) re CEO candidates.	0.20	230.00
12/01/20	Nancy A. Peterman	Draft email to C. Schreiber (W&S) re CEO candidates.	0.20	230.00
12/08/20	Eric J. Howe	Analyze issues related to go-forward insurance	0.60	504.00
12/08/20	Nancy A. Peterman	Draft email to B. Gleason (CRO) re GreyLion's request for financial information.	0.20	230.00
12/08/20	Thomas L. Woodman	Review and respond to emails from E. Howe (GT) regarding insurance coverage (.4); review status of coverage (1.0); email to E. Howe regarding same (.4).	1.80	1,899.00
12/10/20	Thomas L. Woodman	Telephone conference with Eric Howe regarding status of D&O insurance (.2); tail coverage (.2); going forward coverage (.2).	0.60	633.00
12/16/20	Thomas L. Woodman	Telephone conferences to brokers/insurers re options to extend D&O insurance.	0.80	844.00
12/17/20	Thomas L. Woodman	Telephone conference to brokers/insurers regarding options to extend D&O insurance.	0.50	527.50
12/18/20	Thomas L. Woodman	Telephone conferences to brokers/insurers regarding options to extend D&O insurance.	0.70	738.50
12/19/20	Sara Hoffman	E-mail to T. Woodman (GT) regarding insurance policies.	0.50	430.00
12/19/20	Jeffrey M. Wolf	Conference call with Messrs. Woodman (GT), Howe (GT), Ms. Peterman (GT) re: insurance matters in connection with transition of assets to lenders.	1.10	1,094.50
12/19/20	Thomas L. Woodman	Conference call with brokers regarding D&O insurance and other insurance issues; telephone conference with Nancy Peterman and Eric Howe regarding same, telephone conference and emails with brokers regarding same.	2.20	2,321.00
12/20/20	Thomas L. Woodman	Review W&S emails, telephone conference and emails with Side A broker regarding going forward and tail coverages, package policy revisions.	2.30	2,426.50
12/21/20	Thomas L. Woodman	Numerous telephone conferences to Eric Howe, Nancy Peterman, and brokers regarding D&O tail (primary and Side A) and going forward policies; issues related to going forward coverage under business package policies.	4.40	4,642.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 2

Description of Professional Services Rendered

12/23/20	Nicholas E. Ballen	Confirmation from D. Mayer (YouFit) that certain insurance policy covered by order on insurance motion	0.10	55.00
12/23/20	Sara Hoffman	Review emails from D. Mayer re: insurance premium payments.	0.10	86.00
			<hr/>	
			Total Hours:	16.30
			Total Amount:	\$ 16,891.00

TIMEKEEPER SUMMARY FOR TASK CODE 803.

BUSINESS OPERATIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	0.60	840.00	504.00
Nancy A. Peterman	0.60	1,150.00	690.00
Jeffrey M. Wolf	1.10	995.00	1,094.50
Thomas L. Woodman	13.30	1,055.00	14,031.50
Nicholas E. Ballen	0.10	550.00	55.00
Sara Hoffman	0.60	860.00	516.00
	<hr/>	<hr/>	<hr/>
Totals:	16.30	1,036.26	\$ 16,891.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 3

Description of Professional Services Rendered

TASK CODE: 804 CASE ADMINISTRATION

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Ongoing correspondence with P. Wu (GT) re tracking of adequate assurance information requests and cure objections	0.10	55.00
12/01/20	Sara Hoffman	Email to P. Wu (GT) re: preparation of CNOs and CoCs. Review email re: objection to utilities motion.	0.60	516.00
12/01/20	Sara Hoffman	Email to P. Wu (GT) re: CNO for creditor matrix motion (0.3); review of emails re: case (0.5).	0.80	688.00
12/01/20	Eric J. Howe	Telephone conference with B. Gleason (Phoenix) and N. Peterman (GT) to discuss negotiations with lenders, sale process, second day motions, and other case issues	0.90	756.00
12/01/20	Jeffrey M. Wolf	Review recent pleadings, including objections of landlords.	0.60	597.00
12/01/20	Patrick Wu	Draft status chart (1.5); draft summary of recently filed pleadings, including the objection to de minimis asset sale motion by Maricopa County Treasurer (0.6)	2.10	1,050.00
12/02/20	Nicholas E. Ballen	Call with S. Hoffman (GT) re status of settlement of utilities objections, CRO retention order and various other matters	0.50	275.00
12/02/20	Nicholas E. Ballen	Correspondence with D. Meloro (GT), S. Hoffman (GT) and P. Wu (GT) re status of certificates for orders for 12/4/20 and revisions thereto, including sign-off from UST	0.10	55.00
12/02/20	Nicholas E. Ballen	Review (0.40) of all order certificates/certifications and correspondence (0.30) with P. Wu (GT) re global revisions to same	0.70	385.00
12/02/20	Nicholas E. Ballen	Review (0.10) of and prepare (0.20) CNOs, and submission (0.10) of the same for filing	0.40	220.00
12/02/20	Nicholas E. Ballen	Correspondence with S. Hoffman (GT) and P. Wu (GT) re status of order revisions and certifications for such orders	0.10	55.00
12/02/20	Nicholas E. Ballen	Correspondence with Donlin team re inclusion of Small Business Administration on service lists and related matters	0.10	55.00
12/02/20	Eric J. Howe	Email to H. McCollum (UST) regarding member notice (.1); email to R. Gayle (Phoenix) regarding member notice (.1)	0.20	168.00
12/02/20	Eric J. Howe	Telephone conference with N. Peterman (GT) to discuss multiple case issues	0.40	336.00
12/02/20	Jeffrey M. Wolf	Review various pleadings (.3); E-communication with GT team re same (.1).	0.40	398.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 4

Description of Professional Services Rendered

12/03/20	Nicholas E. Ballen	Review newly filed objections	0.40	220.00
12/03/20	Sara Hoffman	Review draft CNOs and CoCs (1.9); revise draft final order of creditor matrix motion (0.5); send suggested revisions of final creditor matrix order to P. Wu and D. Meloro (0.2); call with E. Howe re: notices and outstanding objections (.2).	2.80	2,408.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on creditor matrix motion (.2), prepare for filing/submission (.1).	0.30	330.00
12/03/20	Patrick Wu	Draft summary of objection to the DIP financing motion by the Unsecured Creditors' Committee, cure objections, and the supplemental objection to the utility motion (1.9); update cure objections status chart. (0.7).	2.60	1,300.00
12/04/20	Nicholas E. Ballen	Call with E. Howe (GT), S. Hoffman (GT) and P. Wu (GT) re case administration issues.	0.50	275.00
12/04/20	Sara Hoffman	Send D. Meloro (GT) and W. Cathers (GT) DIP order documents for upload to court (0.4); call with E. Howe, P. Wu (GT) and N. Ballen (GT) re: status and tasks (0.5); coordinate filing of lease rejection motion certification of counsel and revised order (0.3); update docket status chart (0.8).	2.40	2,064.00
12/04/20	Eric J. Howe	Telephone conference with S. Hoffman (GT), N. Ballen (GT), and P. Wu (GT) regarding multiple case administration matters	0.50	420.00
12/04/20	Patrick Wu	Draft status chart (0.5); telephone conference with E. Howe (GT), N. Ballen (GT), and S. Hoffman (GT) regarding case administratioin issues (0.5); compile adequate assurance information (0.2); draft summary of recently file documents (0.8).	2.00	1,000.00
12/05/20	Patrick Wu	Draft summary of recently filed pleadings.	0.40	200.00
12/06/20	Patrick Wu	Draft status chart (0.5); draft summary of recently filed pleadings (0.2)	0.70	350.00
12/07/20	Nicholas E. Ballen	Call partial with S. Hoffman (GT), D. Duerdoth (GT) and P. Wu (GT) re case administration matters.	0.80	440.00
12/07/20	Nicholas E. Ballen	Draft summary of task.	0.50	275.00
12/07/20	Danny Duerdoth	Conference with N. Ballen (GT), S. Hoffman (GT), and P. Wu (GT) regarding case administration and assignment of responsibilities.	1.10	478.50
12/07/20	Sara Hoffman	Emails with E. Howe (GT), N. Ballen (GT), P. Wu (GT) and D. Duerdoth (GT) re: case administration matters (0.3); review notes re: tasks for call (0.3); call with N. Ballen (GT), D. Duerdoth (GT) and P. Wu (GT) re: next steps (1.1); review	2.10	1,806.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 5

Description of Professional Services Rendered

		email from N. Ballen (GT) re: assignments (0.3); discuss monthly fee applications with P. Wu (GT) (0.1).		
12/07/20	Jeffrey M. Wolf	Review recently filed pleadings.	0.40	398.00
12/07/20	Patrick Wu	Confer with S. Hoffman (GT), N. Ballen (GT), and D. Duerdoth (GT) regarding case administration matters (1.1); draft status chart (0.5); draft summary of recently filed pleadings (0.4)	2.00	1,000.00
12/08/20	Nicholas E. Ballen	Correspondence with Donlin team re updates to service lists	0.10	55.00
12/08/20	Nicholas E. Ballen	Review of case file to locate certain non-compete agreement	0.20	110.00
12/08/20	Patrick Wu	Draft summary of recently filed pleadings.	0.30	150.00
12/09/20	Sara Hoffman	Review of emails re: sale process and draft order, employment agreements and insurance policies. Reply email to N. Ballen re: fee applications.	0.60	516.00
12/09/20	Patrick Wu	Draft summary of recently filed pleadings.	0.30	150.00
12/10/20	Patrick Wu	Update adequate assurance information (0.2); draft daily docket briefing (0.2)	0.40	200.00
12/13/20	Patrick Wu	Draft summary of recently filed pleadings.	0.30	150.00
12/14/20	Patrick Wu	Update status chart (0.3); draft objections chart (1.3); draft summary of recently filed pleadings (0.1).	1.70	850.00
12/15/20	Patrick Wu	Draft master objections chart (0.9); e-mail E. Howe (GT), P. Kieselbach (GT), N. Ballen (GT), D. Duerdoth (GT), and S. Hoffman (GT) regarding the master objections chart and related dockets (0.3).	1.20	600.00
12/16/20	Nicholas E. Ballen	Call with S. Hoffman (GT) on sale process, cure objections and various other matters	0.40	220.00
12/16/20	Nicholas E. Ballen	Call with E. Howe (GT), S. Hoffman (GT), P. Kieselbach (GT), D. Duerdoth (GT) and P. Wu (GT) re overall case status and tasks going forward	1.10	605.00
12/16/20	Eric J. Howe	Telephone conference with D. Meloro (GT) D. Mayer (YouFit) and Phoenix team (B. Gleason, M. Karbiner, A. Mink) to prepare for 341 meeting	0.40	336.00
12/16/20	Nancy A. Peterman	Participate in call partial with GT team re all open issues on case generally.	1.00	1,150.00
12/16/20	Patrick Wu	Draft summary of recently filed pleadings.	0.20	100.00
12/16/20	Patrick Wu	Confer with N. Peterman (GT), E. Howe (GT), N. Ballen (GT), S. Hoffman (GT), P. Kieselbach (GT), and D. Duerdoth (GT) regarding the sale, cure, and adequate assurance objections.	1.10	550.00
12/17/20	Nicholas E. Ballen	Request to Donlin team re additional updates to service lists	0.10	55.00
12/17/20	Nicholas E. Ballen	Email UST of information on 341 meeting participants	0.20	110.00
12/17/20	Nicholas E. Ballen	Call with S. Hoffman (GT) re overall status	0.70	385.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 6

Description of Professional Services Rendered

		of case and various tasks and assignments therein, including preparations for upcoming hearing		
12/17/20	Nicholas E. Ballen	Correspondence with P. Wu (GT) on updated case calendar.	0.20	110.00
12/17/20	Eric J. Howe	Participation in 341 meeting	1.70	1,428.00
12/17/20	Dennis A. Meloro	Prep call/email with E. Howe re: 341 meeting.	0.20	220.00
12/17/20	Dennis A. Meloro	Prepare for and attend section 341 meeting.	2.30	2,530.00
12/17/20	Patrick Wu	Research statutory deadlines (1.1); update case calendar (0.5); draft summary of recently file pleadings (0.1)	1.70	850.00
12/18/20	Nicholas E. Ballen	Conference with Donlin team re preparation for upcoming hearing	0.10	55.00
12/18/20	Nicholas E. Ballen	Request to Donlin team for service of today's filings and follow-up to confirm same	0.10	55.00
12/20/20	Patrick Wu	Draft summary of recently filed pleadings.	0.20	100.00
12/21/20	Patrick Wu	Draft summary of recently filed pleadings (0.3); analyze and update case calendar (0.2)	0.50	250.00
12/22/20	Patrick Wu	Draft summary of recently filed pleadings.	0.20	100.00
12/23/20	Sara Hoffman	Discuss status of matters with N. Ballen (0.1); review draft notice re: continued hearing (0.1); conference with P. Wu re: benefit agreements and APA disclosure schedules (0.3).	0.50	430.00
12/23/20	Patrick Wu	Draft summary of recently filed pleadings.	0.20	100.00
12/24/20	Nicholas E. Ballen	Email Donlin team to confirm size of creditor matrix and related follow-up	0.40	220.00
12/24/20	Nicholas E. Ballen	Call with D. Mayer (YouFit), E. Howe (GT) and P. Wu (GT), YouFit insurance broker, lenders and counsel for lenders and buyers re certain insurance contracts and/or employee benefit policies	0.60	330.00
12/25/20	Patrick Wu	Review daily docket	0.20	100.00
12/28/20	Nicholas E. Ballen	Call (0.10) with P. Kieselbach (GT) re service/notice of various papers and instructions (0.10) to Donlin team re same	0.20	110.00
12/28/20	Nicholas E. Ballen	Analysis of wages order and background on retirement plan, for D. Mayer (YouFit)	0.40	220.00
12/29/20	Nicholas E. Ballen	Call with E. Howe (GT), P. Kieselbach (GT), S. Hoffman (GT), D. Duerdoth (GT) and P. Wu (GT) re case management going forward	1.00	550.00
12/29/20	Danny Duerdoth	Conference with E. Howe, S. Hoffman, N. Ballen, and P. Wu re next steps in cases including bar date motion and combined disclosure statement and plan.	1.00	435.00
12/29/20	Sara Hoffman	Review of emails re: OCPs and service of recently filed motions/orders entered (0.4); status call with E. Howe (GT), N. Ballen (GT), D. Duerdoth (GT) and P. Wu (GT)	1.40	1,204.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 7

Description of Professional Services Rendered

12/29/20	Eric J. Howe	(1.0). Telephone conference with N. Ballen (GT), S. Hoffman (GT), P. Wu (GT), and D. Duerdoth (GT) to discuss multiple case administration issues	1.00	840.00
12/29/20	Patrick Wu	Confer with E. Howe (GT), N. Ballen (GT), S. Hoffman (GT), and D. Duerdoth (GT) regarding next steps in the bankruptcy process after the sale hearing (1.0); draft task list (0.4); draft summary of recently filed pleadings (0.2)	1.60	800.00
12/30/20	Sara Hoffman	Begin draft of motion requesting enlargement of time to remove civil proceedings (0.3); review emails from N. Ballen re: case matters (0.3).	0.60	516.00
12/30/20	Patrick Wu	Draft task list (1.2); draft summary of recently filed pleadings (0.4)	1.60	800.00
12/31/20	Patrick Wu	Draft task list	0.60	300.00
			Total Hours:	56.30
			Total Amount:	\$ 37,518.50

TIMEKEEPER SUMMARY FOR TASK CODE 804,

CASE ADMINISTRATION

Timekeeper Name	Hours Billed	Rate	Total \$ Amount
Eric J. Howe	5.10	840.00	4,284.00
Dennis A. Meloro	2.80	1,100.00	3,080.00
Nancy A. Peterman	1.00	1,150.00	1,150.00
Jeffrey M. Wolf	1.40	995.00	1,393.00
Nicholas E. Ballen	10.00	550.00	5,500.00
Danny Duerdoth	2.10	435.00	913.50
Sara Hoffman	11.80	860.00	10,148.00
Patrick Wu	22.10	500.00	11,050.00
Totals:	56.30	666.40	\$ 37,518.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 8

Description of Professional Services Rendered

TASK CODE: 805 CLAIMS ADMINISTRATION & OBJECTIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/17/20	Sara Hoffman	Call with N. Ballen (GT) re: cure objection issues.	0.80	688.00
			<hr/>	
			Total Hours:	0.80
			Total Amount:	\$ 688.00

TIMEKEEPER SUMMARY FOR TASK CODE 805,

CLAIMS ADMINISTRATION & OBJECTIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Sara Hoffman	0.80	860.00	688.00
Totals:	0.80	860.00	\$ 688.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 9

Description of Professional Services Rendered

TASK CODE: 806 EMPLOYEE BENEFITS/PENSIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/08/20	Sara Hoffman	Search for employee/former employee non-disclosure agreement.	0.50	430.00
12/15/20	Sara Hoffman	Review emails re: former employee sale objection.	0.30	258.00
12/20/20	Sara Hoffman	Email with P. Wu and N. Ballen re: employee benefit plans per buyer request.	0.30	258.00
12/23/20	Nicholas E. Ballen	Efforts to obtain certain employee benefit and other insurance contracts for the lenders and related parties	0.50	275.00
12/31/20	Nancy A. Peterman	Telephone conference with B. Gleason (Phoenix) re employee benefit issues, TSA, rent and budget.	0.60	690.00
12/31/20	Nancy A. Peterman	Review employee motion and order re bonus programs.	0.30	345.00
			<hr/>	
			Total Hours:	2.50
			Total Amount:	\$ 2,256.00

TIMEKEEPER SUMMARY FOR TASK CODE 806,

EMPLOYEE BENEFITS/PENSIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Nancy A. Peterman	0.90	1,150.00	1,035.00
Nicholas E. Ballen	0.50	550.00	275.00
Sara Hoffman	1.10	860.00	946.00
Totals:	2.50	902.40	\$ 2,256.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 10

Description of Professional Services Rendered

TASK CODE: 807 STAY RELIEF

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/30/20	Nicholas E. Ballen	Review of newly-filed stay relief motion	0.30	165.00
12/30/20	Nicholas E. Ballen	Review (0.30) of past objections and agreed orders on similar stay relief motions and summary (0.10) of potential application to instant stay relief motion	0.40	220.00
12/30/20	Dennis A. Meloro	Review Aguilar stay relief motion.	0.20	220.00
12/30/20	Patrick Wu	Analyze Motion of Juanita Aguilar for Relief from Automatic Stay	0.40	200.00
Total Hours:			1.30	
Total Amount:				\$ 805.00

TIMEKEEPER SUMMARY FOR TASK CODE 807.

STAY RELIEF

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Dennis A. Meloro	0.20	1,100.00	220.00
Nicholas E. Ballen	0.70	550.00	385.00
Patrick Wu	0.40	500.00	200.00
Totals:	1.30	619.23	\$ 805.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 11

Description of Professional Services Rendered

TASK CODE: 809 FINANCING MATTERS & CASH COLL

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Sara Hoffman	Call with counsel for Texas taxing authorities re: DIP motion (0.5); email to separate counsel for Texas taxing authorities re: same (0.4).	0.90	774.00
12/01/20	Sara Hoffman	Review of proposed Final DIP Order (1.3); call with J. Lemkin re: landlord objection to DIP motion (0.3); email to J. Lemkin re: same (0.4).	2.00	1,720.00
12/01/20	Eric J. Howe	Telephone conference with S. Hoffman (GT) to discuss objections to DIP financing motion	0.40	336.00
12/01/20	Eric J. Howe	Telephone conference with B. Rich (Berger Singerman) to discuss DIP financing motion	0.30	252.00
12/01/20	Peter D. Kieselbach	Email correspondence with GT team regarding DIP motion objections	0.10	61.50
12/01/20	Nancy A. Peterman	Telephone conference with C. Schreiber(Winston) re UCC DIP financing order objections.	0.30	345.00
12/01/20	Nancy A. Peterman	Telephone conference with E. Howe (GT) re UCC issues with DIP financing order.	0.40	460.00
12/01/20	Nancy A. Peterman	Review UCC markup of DIP financing order.	0.20	230.00
12/01/20	Nancy A. Peterman	Telephone conference with C. Schreiber (Winston) re possible resolution of UCC case/DIP financing issues.	0.20	230.00
12/01/20	Nancy A. Peterman	Telephone conference with B. Gleason (Phoenix) and E. Howe (GT) re Planet Fitness LOI and DIP budget.	0.80	920.00
12/02/20	Sara Hoffman	Draft email to objecting creditor re: proposed language to resolve objection to DIP.	1.20	1,032.00
12/02/20	Sara Hoffman	Review emails re: agreed upon language for revised DIP order and relay same to objecting parties.	0.60	516.00
12/02/20	Eric J. Howe	Review and comment on revised draft of final DIP financing order	0.80	672.00
12/02/20	Eric J. Howe	Review and analyze committee objection to DIP financing (.4); telephone conference with C. Schreiber (Winston) regarding DIP financing issues (.5)	0.90	756.00
12/02/20	Eric J. Howe	Review and comment on proposed language for taxing authorities related to DIP financing	0.30	252.00
12/02/20	Eric J. Howe	Email to B. Gleason (Phoenix) regarding committee resolution of DIP financing objection (.2); review committee resolution	0.40	336.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 12

Description of Professional Services Rendered

12/02/20	Dennis A. Meloro	of DIP financing objection (.2) Review/analysis of committee DIP objection.	0.30	330.00
12/02/20	Nancy A. Peterman	Telephone conference with E. Howe (GT) re open issues concerning DIP financing.	0.70	805.00
12/02/20	Nancy A. Peterman	Review and comment on revised final DIP financing order.	1.00	1,150.00
12/03/20	Eric J. Howe	Telephone conference with S. Andron (Broward County), and P. Muthig (Maricopa) and S. Hoffman (GT) to discuss DIP financing and lease rejection motions	0.40	336.00
12/03/20	Eric J. Howe	Analyze various issues related to DIP financing and other second day hearing matters	2.30	1,932.00
12/03/20	Eric J. Howe	Telephone conference with B. Rich (Berger Singerman) regarding DIP financing hearing	0.60	504.00
12/03/20	Eric J. Howe	Telephone conference with C. Schreiber (W&S) regarding DIP financing and other second day matters	1.00	840.00
12/03/20	Eric J. Howe	Review revised budget for DIP financing (.3); review and comment on notice of proposed order for DIP financing motion (.4); review and comment on proposed DIP order (1.0)	1.70	1,428.00
12/03/20	Eric J. Howe	Email correspondence with taxing authority parties regarding DIP financing and lease rejection motions	0.70	588.00
12/03/20	Dennis A. Meloro	Review CNO and proposed final order on bank account motion, prepare for filing/submission.	0.30	330.00
12/03/20	Dennis A. Meloro	Review revised proposed DIP order and related notice, prepare for filing.	0.70	770.00
12/03/20	Nancy A. Peterman	Review and comment on revised DIP financing order.	0.50	575.00
12/03/20	Nancy A. Peterman	Telephone conference with E. Howe (GT) re DIP financing issues and committee settlement/issues.	0.50	575.00
12/03/20	Jeffrey M. Wolf	Review committee objection to DIP and sale process.	0.60	597.00
12/04/20	Dennis A. Meloro	Review, prepare notice of DIP budget and budget for filing.	0.20	220.00
12/09/20	Eric J. Howe	Telephone conference with C. Schrieber (Winston) to discuss DIP draw request (.2); follow up analysis regarding, and telephone conference with M. Karbiner (Phoenix) to discuss, DIP draw request (.6)	0.80	672.00
12/09/20	Eric J. Howe	Telephone conference with M. Karbiner (Phoenix) to discuss payment of lender professional invoices (.3); review lender professional invoices (.2)	0.50	420.00
12/09/20	Jeffrey M. Wolf	Attention to draw request and e-	0.40	398.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 13

Description of Professional Services Rendered

		communication re: Credit Agreement and Final Order.		
12/11/20	Jeffrey M. Wolf	E-communication with Mr. Mayer (YF) and Mr. Lazar (GT) re: reporting matters (.2). Review DIP Credit Agreement (.3).	0.50	497.50
12/15/20	Jeffrey M. Wolf	E-communication with Mr. Howe (GT), Ms. Peterman (GT) and review DIP Credit Agreement and DIP Order re: certain expenses.	0.50	497.50
12/16/20	Jeffrey M. Wolf	Attention to DIP Credit Agreement, DIP Order and budget re: payment of certain expenses and e-communication with Mr. Howe (GT) re: same.	0.70	696.50
12/23/20	Nancy A. Peterman	Draft email to B. Gleason (Phoenix) re bid amount, DIP financing budget.	0.20	230.00
12/23/20	Jeffrey M. Wolf	Attention to DIP Credit Agreement and DIP Budget and final draw on DIP. E-communication with Mr. Gleason (Phoenix), Ms. Peterman (GT), Mr. Howe (GT) re: same.	0.50	497.50
12/24/20	Nicholas E. Ballen	Call with N. Peterman (GT) re motion to amend DIP credit agreement	0.20	110.00
12/24/20	Nicholas E. Ballen	Preliminary drafting work for motion to amend DIP credit agreement and motion to shorten notice therefor	0.60	330.00
12/24/20	Eric J. Howe	Analyze issues related to DIP extension	0.40	336.00
12/24/20	Eric J. Howe	Analyze issues related to additional funding request	0.40	336.00
12/24/20	Eric J. Howe	Telephone conference with B. Gleason (CRO) and N. Peterman (GT) to discuss DIP funding and DIP budget issues (.5); Telephone conference with C. Schreiber (W&S), G. Gartland (W&S), N. Peterman (GT), and B. Gleason (CRO) to discuss DIP financing issues (.6)	1.10	924.00
12/24/20	Nancy A. Peterman	Telephone conference with C. Schreiber (Winston), E. Howe (GT) re DIP financing extension.	0.30	345.00
12/24/20	Nancy A. Peterman	Telephone conference with B. Gleason (Phoenix), E. Howe (GT) re DIP financing budget.	0.50	575.00
12/24/20	Nancy A. Peterman	Telephone conference with C. Schreiber (Phoenix), B. Gleason (Phoenix), Mackinaw representatives re DIP budget.	0.60	690.00
12/24/20	Nancy A. Peterman	Telephone conference with D. Meloro (GT) re financing motion, extension and hearing procedures.	0.30	345.00
12/24/20	Nancy A. Peterman	Review and comment on draft DIP motion/order.	0.70	805.00
12/24/20	Jeffrey M. Wolf	Review DIP Credit Agreement (.2). E-communication with Messrs. Howe (GT), Gleason (Phoenix), Ms. Peterman (GT) re: DIP Draw (.4).	0.60	597.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 14

Description of Professional Services Rendered

12/26/20	Nicholas E. Ballen	Drafting (0.40) of challenge period notice and revisions (0.20) thereto	0.60	330.00
12/26/20	Nicholas E. Ballen	Drafting of motion to extend DIP maturity date	2.50	1,375.00
12/26/20	Nicholas E. Ballen	Drafting of motion to shorten notice on motion re DIP credit agreement	0.90	495.00
12/26/20	Eric J. Howe	Review and comment on proposed DIP budget	0.30	252.00
12/26/20	Eric J. Howe	Review and comment on motion to extend DIP financing (1.8) and motion to shorten notice on same (.5); email to B. Gleason (CRO) regarding DIP financing motion (.3)	2.60	2,184.00
12/26/20	Dennis A. Meloro	Revise motion to shorten notice on motion to modify DIP (.4); discuss with N. Peterman (GT) and E. Howe (GT) (.2).	0.60	660.00
12/26/20	Dennis A. Meloro	Review motion to modify DIP (.6); review/analysis of related issues and underlying order (.5); emails with E. Howe (GT) and N. Peterman (GT) re: same (.2).	1.30	1,430.00
12/26/20	Nancy A. Peterman	Review and comment on draft notice regarding investigation period and waiving of same.	0.30	345.00
12/26/20	Nancy A. Peterman	Review and comment on draft motion to extend the DIP financing maturity date and sale milestones.	0.60	690.00
12/26/20	Jeffrey M. Wolf	Review and comment on motion to amend the DIP (.4) and order and e-communication re: same (.1).	0.50	497.50
12/27/20	Nicholas E. Ballen	Revisions to motion to extend DIP maturity date and motion to shorten notice thereon	0.50	275.00
12/27/20	Eric J. Howe	Further revisions to DIP financing motion (.8); email to H. McCullum regarding DIP financing motion (.2)	1.00	840.00
12/27/20	Dennis A. Meloro	Review, revise, file motion to amend DIP and extend milestones, including review of DIP order and credit agreement provisions (2.5); emails with E. Howe (GT) re: same (.3).	2.80	3,080.00
12/27/20	Dennis A. Meloro	Revise, file motion to shorten notice on motion to approve DIP amendment (.7); emails with E. Howe (GT) re: same (.2); email with chambers re: same (.1).	1.00	1,100.00
12/27/20	Dennis A. Meloro	Emails with E. Howe (GT) and DRC re: service of DIP amendment motion and motion to shorten notice.	0.30	330.00
12/27/20	Nancy A. Peterman	Review and comment on DIP financing extension motion comments from Lenders.	0.40	460.00
12/27/20	Jeffrey M. Wolf	Review DIP amendment motion and order (.3). E-communication with Ms. Peterman (GT), Ms. Corrie (YF), Mr. Gleason (Phoenix), Mr. March (GT) (.2) regarding same.	0.50	497.50
12/28/20	Nicholas E. Ballen	Revisions to challenge termination notice	0.20	110.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 15

Description of Professional Services Rendered

12/28/20	Eric J. Howe	Telephone conference with N. Peterman (GT) and M. Karbiner (Phoenix) regarding DIP budget (.3); telephone conference with J. Wolf (GT) regarding DIP budget and other DIP financing issues (.4); telephone conference with N. Peterman (GT) and B. Gleason (CRO) to discuss DIP budget and DIP financing issues (.4); telephone conference with N. Peterman (GT) to discuss DIP financing issues (.6)	1.70	1,428.00
12/28/20	Eric J. Howe	Review and analyze credit agreement and DIP order regarding budgeting and financing issues	2.30	1,932.00
12/28/20	Dennis A. Meloro	Final review/preparation of sale order, revise certification and file/submit same (1.6); email with chambers re: same (.1).	1.70	1,870.00
12/28/20	Dennis A. Meloro	Revise certification for order on DIP amendment (.6); review updated form of order, budget, and blackline (.2); emails with E. Howe, N. Peterman re: same (.3); emails with chambers re: same (.2).	1.40	1,540.00
12/28/20	Nancy A. Peterman	Address DIP financing budget issues.	0.70	805.00
12/28/20	Nancy A. Peterman	Telephone conferences (3) with B. Gleason re DIP financing budget.	0.70	805.00
12/28/20	Nancy A. Peterman	Review revised budget.	0.70	805.00
12/28/20	Nancy A. Peterman	Telephone conference with C. Schreiber re budget and sale closing/next steps.	0.50	575.00
12/28/20	Jeffrey M. Wolf	Review DIP Budget and DIP Credit Agreement/Order (.5). Teleconference and e-communication with Mr. Howe, Ms. Peterman re: DIP draws (.4). Review motion to amend DIP (.2).	1.10	1,094.50
12/29/20	Dennis A. Meloro	Review (.2), finalize (.2), file certification and revised proposed order on DIP amendment; finalize and upload order for signature.	0.40	440.00
12/29/20	Dennis A. Meloro	Review lien/claim challenge period termination notice.	0.20	220.00
12/29/20	Nancy A. Peterman	Telephone conference with C. Schreiber (Winston) re DIP financing budget, transition.	0.40	460.00
12/29/20	Jeffrey M. Wolf	E-communication re: DIP and sale matters.	0.40	398.00
Total Hours:			60.20	
Total Amount:				\$ 56,498.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 16

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 809,

FINANCING MATTERS & CASH COLL

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	20.90	840.00	17,556.00
Dennis A. Moloro	11.20	1,100.00	12,320.00
Nancy A. Peterman	11.50	1,150.00	13,225.00
Jeffrey M. Wolf	6.30	995.00	6,268.50
Nicholas E. Ballen	5.50	550.00	3,025.00
Sara Hoffman	4.70	860.00	4,042.00
Peter D. Kieselbach	0.10	615.00	61.50
Totals:	60.20	938.50	\$ 56,498.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 17

Description of Professional Services Rendered

TASK CODE: 810 LITIGATION MATTERS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Avi Benayoun	Review and finalize response to landlord's counsel re TIA demand and requested documents for YF-Westwood. Calls and review of issues re potential privilege applicable to board minutes.	0.40	248.00
12/02/20	Avi Benayoun	Review multiple correspondence re Coral Way roof leak and proposed demand letter to landlord. Review lease. Review and revise demand letter re roof leak and sign removal.	0.90	558.00
12/02/20	Samuel Bookhardt	Review YF Coral Way lease (7766), draft demand letter to landlord for YF Coral Way regarding roof leaks, and incorporate A. Benayoun's (GT) edits into same.	2.10	840.00
12/02/20	Matthew Hoxsie	Draft position statement in response to Arizona ADA Charge of Discrimination	1.30	409.50
12/03/20	Avi Benayoun	Review correspondence and code requirements re signs permitted and current signs. Draft correspondence re demand to landlord.	0.90	558.00
12/03/20	Samuel Bookhardt	Review Miami-Dade County's municipal code to determine whether You Fit's sign is prohibited as landlord contends, and update demand letter to incorporate client's comments.	1.00	400.00
12/03/20	Matthew Hoxsie	Draft position statement in response to Arizona ADA Charge of Discrimination	2.20	693.00
12/04/20	Avi Benayoun	Review and finalize Coral Way letter and correspondence re same.	0.70	434.00
12/04/20	Samuel Bookhardt	Finalize demand letter to landlord of YF Coral Way (7766) concerning You Fit's signage at premises.	0.50	200.00
12/04/20	Dana Hooper	Revise Position Statement in response to Arizona ADA Charge of Discrimination.	1.90	1,111.50
12/04/20	Eric J. Howe	Analyze potential stay violation issues	0.40	336.00
12/06/20	Matthew Hoxsie	Revise draft position statement in response to Arizona ADA charge of discrimination	2.10	661.50
12/07/20	Avi Benayoun	Review correspondence from counsel for YF-Westwood re TIA demand. Review As Built drawings. Draft correspondence re same. Multiple correspondence re same.	0.50	310.00
12/07/20	Dana Hooper	Continue working on Position Statement, including emails with R. Gayle and E. Lamontagne regarding facts and YouFit management	1.90	1,111.50
12/07/20	Matthew Hoxsie	Confer with E. Lamontagne regarding YouFit's COVID policies	0.30	94.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 18

Description of Professional Services Rendered

Date	Professional	Description of Services	Hours	Amount
12/07/20	Matthew Hoxsie	Prepare exhibits to position statement for Arizona ADA matter and edit for final review	1.50	472.50
12/08/20	Avi Benayoun	Review Planet Fitness ads. Calls and draft and review correspondence re same. Review PF bid and NDA. Call with client re potential cease and desist letter. Review preliminary research and outline further research points.	1.90	1,178.00
12/08/20	Samuel Bookhardt	Attend conference call with A. Benayoun and R. Gayle to discuss Planet Fitness' advertisements concerning You Fit (0.8), and review non-disclosure agreements signed by certain Planet Fitness franchisees to determine whether Planet Fitness' advertisements violate the terms of the NDAs (0.7).	1.50	600.00
12/08/20	Danny Duerdoth	Call from K. Goss re: funding of settlement of insurance proceeds in Stump v. YouFit Health Clubs.	0.50	217.50
12/08/20	Sara Hoffman	Review emails re: next steps and inquiry re: litigation settlement payment.	0.20	172.00
12/08/20	Dana Hooper	Finalize draft Position Statement regarding Arizona ADA matter and email with R. Gayle and E. Lamontagne regarding revisions	0.70	409.50
12/08/20	Matthew Hoxsie	Revise position statement regarding Arizona ADA matter and prepare for signing and filing	1.10	346.50
12/08/20	Nancy A. Peterman	Review and respond to emails from P. Corrie, B. Gleason re Planet Fitness advertising and impact on business.	0.40	460.00
12/08/20	Nancy A. Peterman	Review options for addressing Planet Fitness business tactics.	0.70	805.00
12/08/20	Nancy A. Peterman	Telephone conference with A. Benayoun re Planet Fitness litigation options.	0.30	345.00
12/09/20	Avi Benayoun	Review legal research re potential cease and desist letter to Planet Fitness re potentially deceptive ad. Outline issues for potential cease and desist letter.	0.90	558.00
12/09/20	Samuel Bookhardt	Perform legal research on whether Planet Fitness' advertisements concerning You Fit violate any laws relating to advertisements, and email A. Benayoun the results of such research.	3.70	1,480.00
12/09/20	Danny Duerdoth	Email K. Goss re: funding of settlement of insurance proceeds in Stump v. YouFit Health Clubs.	0.20	87.00
12/09/20	Dana Hooper	Finalize and submit Position Statement to Arizona Attorney General's Office and email to R. Gayle and E. Lamontagne	0.60	351.00
12/10/20	Avi Benayoun	Review Planet Fitness ads and legal research re same. Call re strategy for	1.50	930.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 19

Description of Professional Services Rendered

		potential cease and desist letter. Review terms of NDA for potential cease and desist letter.		
12/10/20	Nancy A. Peterman	Telephone conference with A. Benayoun re Planet Fitness issues.	0.20	230.00
12/11/20	Avi Benayoun	Review legal authority re cease and desist letter. Review and revise cease and desist letter.	1.70	1,054.00
12/11/20	Samuel Bookhardt	Draft cease and desist letter to Planet Fitness regarding advertisements relating to You Fit.	1.80	720.00
12/14/20	Avi Benayoun	Review and finalize cease and desist letter to Planet Fitness. Review further as built drawings for YF-Westwood and outline further response to landlord regarding same. Draft and review correspondence re Halpern matter.	0.80	496.00
12/14/20	Samuel Bookhardt	Review updated as built drawings received from client to determine whether they meet landlord's (University Village) requirements.	0.50	200.00
12/15/20	Avi Benayoun	Draft and review correspondence re TIA demand. Review issues re landlord response. Draft and review further correspondence re same. Draft and review correspondence re Halpren class action.	0.80	496.00
12/16/20	Avi Benayoun	Call with client re TIA demand. Review further construction documents and terms of lease. Review and revise further response to landlord. Call with counsel re Halpern class action and vendor demand. Further call re same. Review response to cease and desist letter from Planet Fitness CEO. Correspondence and call re same.	2.40	1,488.00
12/16/20	Samuel Bookhardt	Draft letter to counsel for landlord of University Village regarding unpaid tenant allowance, and perform legal research to locate certain case law relating to technical defaults being insufficient for landlord to avoid its payment obligations.	2.90	1,160.00
12/22/20	Avi Benayoun	Call with counsel re Halpren class action. Correspondence re same.	0.30	186.00
12/31/20	Sara Hoffman	Draft motion to extend time to remove civil actions.	1.40	1,204.00
12/31/20	Dennis A. Meloro	Review draft motion/order to extend removal periods.	0.20	220.00

Total Hours: 45.80

Total Amount: \$ 23,831.50

Invoice No.: 5578625
Matter No.: 157998.010800

Page 20

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 810,

LITIGATION MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Avi Benayoun	13.70	620.00	8,494.00
Dana Hooper	5.10	585.00	2,983.50
Eric J. Howe	0.40	840.00	336.00
Dennis A. Moloro	0.20	1,100.00	220.00
Nancy A. Peterman	1.60	1,150.00	1,840.00
Samuel Bookhardt	14.00	400.00	5,600.00
Danny Duerdoth	0.70	435.00	304.50
Sara Hoffman	1.60	860.00	1,376.00
Matthew Hoxsie	8.50	315.00	2,677.50
Totals:	45.80	520.34	\$ 23,831.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 21

Description of Professional Services Rendered

TASK CODE: 811 CREDITOR COMMITTEE ISSUES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Samuel Bookhardt	Perform legal research on whether the company's attorney client privilege can be invoked against a creditors committee.	2.30	920.00
12/01/20	Eric J. Howe	Respond to committee information requests	1.40	1,176.00
12/03/20	Avi Benayoun	Review legal research re extension of privilege to creditors' committee. Draft and review correspondence re same.	0.90	558.00
12/04/20	Avi Benayoun	Review and analysis of meeting minutes and board presentations. Review research re privileged communications. Draft correspondence re same.	1.00	620.00
12/04/20	Eric J. Howe	Review board minutes and other materials for document response to committee	0.60	504.00
12/10/20	Eric J. Howe	Telephone conference with M. Karbiner (Phoenix) and R. Gayle (Phoenix) regarding meeting with committee	0.40	336.00
12/11/20	Eric J. Howe	Telephone conference with M. Karbiner (Phoenix) regarding committee information questions	0.40	336.00
12/13/20	Eric J. Howe	Participate on conference call with B. Gleason, N. Peterman, and committee advisors (B. Rich, M. Niles, B. Sandler, C. Robinson, P. Hurwitz, P. Preis) regarding sale process (.4); follow up email correspondence with B. Rich regarding same (.2)	0.60	504.00
Total Hours:			7.60	
Total Amount:				\$ 4,954.00

TIMEKEEPER SUMMARY FOR TASK CODE 811.

CREDITOR COMMITTEE ISSUES

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Avi Benayoun	1.90	620.00	1,178.00
Eric J. Howe	3.40	840.00	2,856.00
Samuel Bookhardt	2.30	400.00	920.00
Totals:	7.60	651.84	\$ 4,954.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 22

Description of Professional Services Rendered

TASK CODE: 812 PLAN & DISCLOSURE STATEMENT

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/30/20	Nicholas E. Ballen	Email Donlin for cost estimates for bar date notice and plan process	0.10	55.00
12/31/20	Nicholas E. Ballen	Follow-up with N. Voorheis (Donlin) re additional parameters for requested cost estimates re bar date notice and plan process	0.20	110.00
			<hr/>	
			Total Hours:	0.30
			Total Amount:	\$ 165.00

TIMEKEEPER SUMMARY FOR TASK CODE 812,

PLAN & DISCLOSURE STATEMENT

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Nicholas E. Ballen	0.30	550.00	165.00
Totals:	0.30	550.00	\$ 165.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 23

Description of Professional Services Rendered

TASK CODE: 813 FEE/EMPLOYMENT APPLICATIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Draft of supplemental declaration.	0.40	220.00
12/01/20	Nicholas E. Ballen	Review of and correspondence with E. Howe (GT) and S. Hoffman (GT) on committee request from M. Niles (Berger S) re Focal Point retention	0.10	55.00
12/01/20	Nicholas E. Ballen	Correspondence (0.10) with D. Meloro (GT) and S. Hoffman (GT) re second days and retention applications and revisions; draft correspondence with H. McCollum (UST) re same (0.20).	0.30	165.00
12/01/20	Nicholas E. Ballen	Follow-up with N. Voorhies (Donlin) re approval of supplemental declaration	0.10	55.00
12/01/20	Sara Hoffman	Review of emails from E. Howe (GT) and N. Ballen (GT) re: UCC counsel requested revision to FocalPoint retention application/order (0.3); review UST comments to FocalPoint retention application/order (0.3); revise proposed order to address UCC counsel's comment to FocalPoint retention application/order (0.3); email R. NeJame of FocalPoint re: proposed revision to FocalPoint retention application/order (0.1); review reply email from R. NeJame (0.1); email N. Ballen re: same (0.1); reply email to E. Howe re: payment procedure under FocalPoint retention order (0.3); call with M. Niles (UCC counsel) re: comment to FocalPoint retention application (0.2); review of fee provisions for Red Banyan under proposed retention.	1.70	1,462.00
12/01/20	Dennis A. Meloro	Emails with N. Ballen (GT) re: status of various retention orders / UST comments to same.	0.20	220.00
12/02/20	Nicholas E. Ballen	Call with R. Lubbehusen (Red Banyan) re Red Banyan retention application and UST comments thereto	0.20	110.00
12/02/20	Nicholas E. Ballen	Final revisions to DRC supplemental declaration.	0.20	110.00
12/02/20	Nicholas E. Ballen	Revisions to certifications of counsel for various retention applications and motion to employ Phoenix	0.90	495.00
12/02/20	Nicholas E. Ballen	Correspondence with H. McCollum (UST) re orders for 12/4 and revisions to order on motion to employ CRO in particular	0.20	110.00
12/02/20	Nicholas E. Ballen	Correspondence with N. Peterman (GT) re supplement declaration and revisions	0.30	165.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 24

Description of Professional Services Rendered

Date	Attorney	Description	Hours	Amount
12/02/20	Nicholas E. Ballen	thereto Correspondence with R. Lubbehusen (Red Banyan) re Red Banyan retention application and UST comments thereto	0.20	110.00
12/02/20	Nicholas E. Ballen	Correspondence with D. Meloro (GT) and S. Hoffman (GT) re certifications of counsel for certain retention orders	0.10	55.00
12/02/20	Nicholas E. Ballen	Revisions to GT supplemental declaration	0.40	220.00
12/02/20	Nicholas E. Ballen	Call with S. Hoffman (GT) re Red Banyan inquiry re interim fee applications	0.10	55.00
12/02/20	Sara Hoffman	Call with N. Ballen re: Red Banyan fee application inquiry.	0.10	86.00
12/02/20	Dennis A. Meloro	Revise supplemental Voorhies declaration in support of DRC retention, prepare for filing.	0.20	220.00
12/02/20	Nancy A. Peterman	Review and comment on supplemental GT declaration.	0.20	230.00
12/02/20	Patrick Wu	Draft certifications of counsel for multiple retention applications.	1.20	600.00
12/02/20	Patrick Wu	Draft the certification of counsel for the interim compensation motion (0.5); draft the certification of counsel for the ordinary course professionals motion (0.4).	0.90	450.00
12/03/20	Nicholas E. Ballen	Final review (0.30) of certifications of counsel for retention orders and related correspondence (0.10) with W. Cathers (GT) re supplemental revisions thereto	0.40	220.00
12/03/20	Nicholas E. Ballen	Revision (0.50) of and filing preparations (0.10) for supplemental declaration for GT retention application and drafting of certification of counsel therefor (0.10)	0.70	385.00
12/03/20	Wendy Cathers	Finalize and file Certification of Counsel Requesting Entry of Order Approving Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtors and Debtors in Possession / file with the Court (.2).	0.20	63.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on Phoenix retention application, prepare for filing/submission.	0.30	330.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on Hilco retention application, prepare for filing/submission.	0.30	330.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on Red Banyan retention application, prepare for filing/submission.	0.30	330.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on DRC retention application, prepare for filing/submission.	0.30	330.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on FocalPoint retention application, prepare for filing/submission.	0.30	330.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 25

Description of Professional Services Rendered

12/03/20	Dennis A. Meloro	Review COC and proposed order on OCP application, prepare for filing/submission.	0.20	220.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on interim compensation procedures motion, prepare for filing/submission.	0.20	220.00
12/03/20	Dennis A. Meloro	Review supplemental Peterman declaration in support of GT retention, prepare for filing.	0.10	110.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on GT retention application, prepare for filing/submission.	0.20	220.00
12/03/20	Patrick Wu	Draft the exhibits for the certification of counsel for the interim compensation procedures motion (0.6); draft the exhibits for the certification of counsel for the ordinary course professionals motion (0.4); review the certification of counsel for the Red Banyan retention application (0.2).	1.20	600.00
12/07/20	Nicholas E. Ballen	Preparation for call with Red Banyan re interim fee applications	0.20	110.00
12/08/20	Patrick Wu	Analyze issues related to first monthly for applications	1.60	800.00
12/09/20	Nicholas E. Ballen	Conference call with A. Mink (Phoenix), K. Landis (Phoenix) and P. Wu (GT) re Phoenix staffing reports and process therefor	0.50	275.00
12/09/20	Nicholas E. Ballen	Analyze issues related to Phoenix staffing reports.	0.20	110.00
12/09/20	Nicholas E. Ballen	Preparation of additional example materials for Red Banyan for fee application process and explanation to Red Banyan re the same	0.40	220.00
12/09/20	Nicholas E. Ballen	Confer with P. Wu (GT) re preparation of first monthly fee application	0.20	110.00
12/09/20	Sara Hoffman	Reply email to N. Ballen (GT) re: fee applications.	0.10	86.00
12/09/20	Patrick Wu	Confer with N. Ballen, A. Mink, and K. Landis regarding Phoenix's retention and fee statement.	0.50	250.00
12/09/20	Patrick Wu	Draft multiple for fee applications.	0.60	300.00
12/10/20	Nicholas E. Ballen	Follow-up with S. Hoffman, P. Wu and C. Greenberg (GT) re GT fee application drafting and process therefor	0.30	165.00
12/10/20	Nicholas E. Ballen	Email to P. Wu (GT) re Phoenix staffing report drafting	0.20	110.00
12/10/20	Nicholas E. Ballen	Call with P. Wu (GT) re GT fee application, Phoenix staffing report, and related matters	0.40	220.00
12/10/20	Sara Hoffman	Review and reply to emails with N. Ballen (GT), P. Wu (GT) and C. Greenberg (GT) re: fee application preparation (0.4); discuss fee application with P. Wu (GT) (0.3).	0.70	602.00
12/10/20	Patrick Wu	Draft the first monthly fee application of	1.10	550.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 26

Description of Professional Services Rendered

12/10/20	Patrick Wu	Phoenix. Draft GT first monthly fee application (2.6); multiple correspondence with N. Ballen (GT), S. Hoffman (GT), C. Greenberg (GT), T. Jones (GT) re GT fee application (1.9)	4.50	2,250.00
12/11/20	Nicholas E. Ballen	Review of draft Phoenix staffing report for P. Wu (GT)	0.40	220.00
12/11/20	Nicholas E. Ballen	Revise GT fee application for P. Wu (GT)	0.80	440.00
12/11/20	Nicholas E. Ballen	Follow-up with P. Wu and C. Greenberg (GT) re status of GT monthly fee application and related matters	0.20	110.00
12/11/20	Patrick Wu	Revise first monthly fee application of Phoenix (0.3); e-mail A. Mink (Phoenix) and K. Landis (Phoenix) regarding the first monthly fee application of Phoenix (0.1).	0.40	200.00
12/11/20	Patrick Wu	Confer with T. Jones regarding the prebill for the first monthly fee application of GT (0.4); review and revise application (5.2); correspondence with N. Ballen regarding the first monthly fee application of GT (0.1); correspondence (0.3) with N. Ballen regarding the first monthly fee application of GT and review (0.3) comments therein	6.30	3,150.00
12/13/20	Patrick Wu	Review and revise first monthly fee application of GT (0.2); review and revise Compensation by Individual chart (0.6)	0.80	400.00
12/14/20	Nicholas E. Ballen	Review (.1) and respond (.1) regarding interim compensation procedures order.	0.20	110.00
12/14/20	Nicholas E. Ballen	Conferences with Hilco, Donlin and Phoenix re status of first fee applications	0.20	110.00
12/14/20	Nicholas E. Ballen	Confer with P. Wu (GT) re Phoenix staffing report	0.20	110.00
12/14/20	Nicholas E. Ballen	Review of Donlin fee application	0.20	110.00
12/14/20	Nicholas E. Ballen	Response to various inquires re GT draft invoices and other matters related to GT fee application	0.30	165.00
12/14/20	Eric J. Howe	Review GT fee application	0.90	756.00
12/14/20	Patrick Wu	Review FocalPoint retention order.	0.10	50.00
12/14/20	Patrick Wu	E-mail to A. Mink (Phoenix) and K. Landis (Phoenix) regarding the first monthly fee application of Phoenix (0.2); revise first monthly fee statement of Phoenix (1.4); review the Phoenix staff report (0.4); e-mail N. Ballen and S. Hoffman regarding the Phoenix staff report (0.2).	2.20	1,100.00
12/14/20	Patrick Wu	Review first monthly fee application of Donlin.	0.40	200.00
12/14/20	Patrick Wu	Review compensation procedures for Phoenix.	0.40	200.00
12/14/20	Patrick Wu	Continue to draft (.5) and revise (.5) GT fee application.	1.00	500.00
12/14/20	Patrick Wu	E-mail A. Logan (Donlin) regarding the	0.10	50.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 27

Description of Professional Services Rendered

		monthly fee statement filings.		
12/15/20	Nicholas E. Ballen	Preparation of notice of filing for first GT fee application	0.20	110.00
12/15/20	Wendy Cathers	Prepare Notice of Fee Application for Donlin, Recano & Co. and email to Patrick Wu (.2); update service list for Notice of Fee Application (.2).	0.40	126.00
12/15/20	Sara Hoffman	Draft first monthly fee application for GT	0.30	258.00
12/15/20	Eric J. Howe	Review and comment on GT fee application	0.60	504.00
12/15/20	Dennis A. Meloro	Review application (.3), revise notice (.1), prepare DRC first monthly fee application for filing (.1).	0.50	550.00
12/15/20	Dennis A. Meloro	Review draft of GT monthly fee application.	0.70	770.00
12/15/20	Patrick Wu	E-mail A. Logan regarding noticing of fee applications.	0.10	50.00
12/15/20	Patrick Wu	Continue to draft (2.4) and revise (2.4) GT Fee application; communication with GT team re same (.8).	5.60	2,800.00
12/15/20	Patrick Wu	Review and revise the notice of fee application for DRC (0.5); review and revise the monthly fee application of DRC (0.1); e-mail D. Meloro and W. Cathers regarding the first monthly fee application of DRC (0.1).	0.70	350.00
12/16/20	Sara Hoffman	Call with N. Ballen (GT) re: service of fee applications.	0.20	172.00
12/16/20	Patrick Wu	Review and revise the notice of fee application of GT (0.1); incorporate updated prebill into the first monthly fee application of GT (0.5)	0.60	300.00
12/17/20	Nicholas E. Ballen	Review of budget and staffing report guidelines	0.30	165.00
12/17/20	Sara Hoffman	Emails with E. Howe, N. Ballen (GT) and P. Wu (GT) re: fee application.	0.30	258.00
12/17/20	Dennis A. Meloro	Preparation of GT first monthly fee application.	0.90	990.00
12/17/20	Patrick Wu	Research budget and staffing report requirements (0.2); review final bill (0.2); revise the monthly fee application of GT (0.5)	0.90	450.00
12/18/20	Nicholas E. Ballen	Discussion with D. Meloro and S. Hoffman (GT) re compensation procedures applicable to Phoenix and period covered by Phoenix staffing reports, including review of underlying orders	0.40	220.00
12/18/20	Wendy Cathers	Finalize and file First Monthly Fee Application of Greenberg Traurig.	0.50	157.50
12/18/20	Dennis A. Meloro	Review/revise GT first monthly fee application, prepare for filing.	0.70	770.00
12/18/20	Patrick Wu	Revise (1.0) and finalize (.5) GT fee application.	1.50	750.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 28

Description of Professional Services Rendered

12/18/20	Patrick Wu	Draft e-mail to DRC regarding the service of DRC's and GT's first monthly fee application (0.1); research service list required for first monthly fee application (0.2); confer with S. Hoffman regarding service of the monthly fee applications (0.1)	0.40	200.00
12/20/20	Patrick Wu	E-mail DRC noticing for the service of GT's and DRC's first monthly fee application.	0.10	50.00
12/30/20	Nicholas E. Ballen	Review of retention and fee orders applicable to Donlin	0.20	110.00
12/30/20	Nicholas E. Ballen	Call and follow-up with M. Chaney (Donlin) re compensation process	0.20	110.00
12/30/20	Nicholas E. Ballen	Revisions (0.50) to Phoenix monthly staffing report and filing preparations (0.10) therefor	0.60	330.00
12/30/20	Nicholas E. Ballen	Correspondence with D. Meloro (GT) re CRO retention under 363 and related matters	0.20	110.00
12/30/20	Dennis A. Meloro	Review/revise Phoenix first monthly fee statement (1.1); emails with N. Ballen re: same (.3)	1.40	1,540.00
12/30/20	Patrick Wu	Analyze first monthly fee statement of Phoenix (0.4); analyze the order authorizing the retention and payment of professionals utilized by the debtors in the ordinary course of business (0.2); analyze the ordinary course professionals detail (0.6)	1.20	600.00
12/31/20	Sara Hoffman	Review emails re: OCP declarations and claims agent cost estimates re: go-forward process.	0.40	344.00
12/31/20	Patrick Wu	Draft summary for the various ordinary course professional declarations	0.60	300.00
Total Hours:			60.00	
Total Amount:				\$ 36,464.50

Invoice No.: 5578625
Matter No.: 157998.010800

Page 29

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 813,

FEE/EMPLOYMENT APPLICATIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	1.50	840.00	1,260.00
Dennis A. Moloro	6.80	1,100.00	7,480.00
Nancy A. Peterman	0.20	1,150.00	230.00
Nicholas E. Ballen	11.60	550.00	6,380.00
Sara Hoffman	3.80	860.00	3,268.00
Patrick Wu	35.00	500.00	17,500.00
Wendy Cathers	1.10	315.00	346.50
Totals:	60.00	607.74	\$ 36,464.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 30

Description of Professional Services Rendered

TASK CODE: 824 PREPARATION/REVIEW REPORTS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/07/20	Nicholas E. Ballen	Analyze issues related to MORs in recent gym cases	0.30	165.00
12/07/20	Nicholas E. Ballen	Email to K. Doyle (Phoenix) re preparation of MOR	0.10	55.00
12/07/20	Patrick Wu	Review Delaware initial monthly operating reports and monthly operating reports (0.2); e-mail K. Doyle regarding the initial monthly operating report and subsequent monthly operating reports (0.1)	0.30	150.00
12/14/20	Nicholas E. Ballen	Analysis of MOR-related deadlines	0.20	110.00
12/14/20	Patrick Wu	Review local rules and federal rules of bankruptcy procedure for deadline to file the monthly operating report (0.1); e-mail K. Doyle (Phoenix) regarding the deadline to file the monthly operating report (0.1).	0.20	100.00
12/18/20	Nicholas E. Ballen	Review of draft MOR and accompanying documentation	0.60	330.00
12/18/20	Patrick Wu	Review monthly operating report	1.20	600.00
12/21/20	Nicholas E. Ballen	Correspondence (0.30) with K. Starr (UST's Office) and K. Doyle and M. Karbiner (Phoenix) re draft MOR and additional exhibit thereto, review (0.20) of such additional exhibit and final proof and revisions to (0.40) MOR before filing	0.90	495.00
12/21/20	Dennis A. Meloro	Review MOR and notes thereto, prepare for filing.	0.40	440.00
Total Hours:			4.20	
Total Amount:				\$ 2,445.00

TIMEKEEPER SUMMARY FOR TASK CODE 824,

PREPARATION/REVIEW REPORTS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Dennis A. Meloro	0.40	1,100.00	440.00
Nicholas E. Ballen	2.10	550.00	1,155.00
Patrick Wu	1.70	500.00	850.00
Totals:	4.20	582.14	\$ 2,445.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 31

Description of Professional Services Rendered

TASK CODE: 832 CREDITOR INQUIRIES

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Return call to individual creditor J. Weick re general inquiry re bankruptcy case	0.30	165.00
12/08/20	Nicholas E. Ballen	Call (0.30) to YouFit member A. Pascal in response to inquiry therefrom and related correspondence (0.10) with D. Mayer (YouFit) to confirm response to inquiry	0.40	220.00
12/09/20	Nicholas E. Ballen	Call with US Liability Insurance Company in response to inquiry therefrom re scope of bankruptcy cases	0.20	110.00
12/09/20	Nicholas E. Ballen	Follow-up call with individual member A. Pascal in response to inquiry therefrom	0.30	165.00
12/09/20	Nicholas E. Ballen	Review of creditor matrix and all schedules/statements for Texas Education Agency to determine reason for inclusion thereon	0.30	165.00
12/09/20	Nicholas E. Ballen	Call with C. Jones (Texas Department of Education) in response to inquiry therefrom re bankruptcy cases	0.20	110.00
12/09/20	Dennis A. Meloro	Calls from creditors.	0.50	550.00
12/11/20	Nicholas E. Ballen	Call from Dunbar Securities re overview and status of cases generally	0.10	55.00
12/11/20	Nicholas E. Ballen	Return call to C. Jones (Texas Department of Education) to resolve inquiry therefrom	0.20	110.00
12/11/20	Sara Hoffman	Review of email from E. Howe and related email from creditor taxing authority (0.1); review of related spreadsheet from Phoenix (0.1); reply email to E. Howe re: same (0.1); prepare draft response email to taxing authority with relevant information and provide to E. Howe (2.6); email to P. Bellot re: spreadsheet (0.2).	3.10	2,666.00
12/11/20	Eric J. Howe	Email to S. Hoffman (GT) regarding Broward County information request (.2); review response to same (.4)	0.60	504.00
12/12/20	Sara Hoffman	Email to B. Gleason regarding draft response to counsel for taxing authority.	0.20	172.00
12/14/20	Sara Hoffman	Follow up email to B. Gleason re: response to taxing authority information request (0.2); review of emails re: email from creditor taxing authority re: informal objection (0.4); review email from E. Howe re: addressing objection to sale motion (0.2).	0.80	688.00
12/15/20	Nicholas E. Ballen	Call and follow-up to S. Willinger (SWG Lawyers) in response to general inquiry from landlord Innex II re case status and payment of postpetition rents, including	0.40	220.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 32

Description of Professional Services Rendered

		retrieval and transmission of proof of payment of such rents		
12/15/20	Dennis A. Meloro	Call with E. Howe re: 341 meeting.	0.20	220.00
12/17/20	Nicholas E. Ballen	Request to Donlin team to update service lists in response to creditor inquiry and follow-up with inquiring creditor re same	0.10	55.00
12/17/20	Dennis A. Meloro	Creditor inquiry re: claim ; email to N. Ballen re: same.	0.10	110.00
12/21/20	Nicholas E. Ballen	Call in response to general creditor inquiry re status of bankruptcy case	0.10	55.00
12/22/20	Nicholas E. Ballen	Call in response to general bankruptcy inquiry from potential creditor	0.20	110.00
			<hr/>	
			Total Hours:	8.30
			Total Amount:	\$ 6,450.00

TIMEKEEPER SUMMARY FOR TASK CODE 832.

CREDITOR INQUIRIES

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	0.60	840.00	504.00
Dennis A. Meloro	0.80	1,100.00	880.00
Nicholas E. Ballen	2.80	550.00	1,540.00
Sara Hoffman	4.10	860.00	3,526.00
Totals:	8.30	777.11	\$ 6,450.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 33

Description of Professional Services Rendered

TASK CODE: 833 COURT HEARINGS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nancy A. Peterman	Telephone conference with E. Howe re UCC document request, upcoming hearing and pending objections.	0.20	230.00
12/02/20	Nicholas E. Ballen	Review (.1) of and revise (.1) draft agenda for 12/4/20 hearing.	0.10	55.00
12/02/20	Nicholas E. Ballen	Correspondence with Donlin and D. Meloro (GT) re service of the agenda for Friday's hearing	0.10	55.00
12/02/20	Wendy Cathers	Finalize circulate and upload multiple certifications of counsel for multiple order to be entered in connection w/second day hearing.	1.00	315.00
12/02/20	Wendy Cathers	Finanlize circulate and upload multiple certificates of no objection for matters set for second day hearing.	1.60	504.00
12/02/20	Wendy Cathers	File Supplemental Declaration of Nellwyn Voorhies in Support of the Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Donlin, Recano & Company, Inc. as Administrative Agent for the Debtors with the Court (.2); prepare Certification of Counsel Requesting Entry of Administrative Order Establishing Procedures for Monthly, Interim, and Final Compensation and Reimbursement of Expenses of Professionals Retained in These Chapter 11 Cases and circulate for review (.3); verify links in hearing agenda and add missing links (.5); file Agenda of Matters Scheduled for Telephonic Hearing on December 4, 2020 at 10:30 a.m. with the Court (.1).	1.10	346.50
12/02/20	Sara Hoffman	Review of draft agenda for 12/4 hearing.	0.60	516.00
12/02/20	Dennis A. Meloro	Draft, revise, and prepare 12/4 hearing agenda for filing (2.9); emails with S. Hoffman, N. Ballen, W. Cathers, E. Howe re: same (.3).	3.20	3,520.00
12/03/20	Nicholas E. Ballen	Review of draft amended agenda for second day hearing.	0.20	110.00
12/03/20	Wendy Cathers	File with the Court the Supplemental Declaration of Nancy A. Peterman in Support of Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtors	0.30	94.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 34

Description of Professional Services Rendered

12/03/20	Wendy Cathers	and Debtors-in-Possession (.3). Finalize and circulate Certification of Counsel Requesting Entry of Final Order Authorizing the Debtors to (I) File (A) Consolidated Master List of Creditors and (B) a Consolidated List of the Debtors' 30 Largest General Unsecured Creditors, and (II) Authorizing the Debtors to Redact Personally Identifiable Information for Certain Individual Creditors and Parties in Interest / file with the Court / upload order.	0.30	94.50
12/03/20	Wendy Cathers	Finalize and circulate Certification of Counsel Requesting Entry of Administrative Order Establishing Procedures for Monthly, Interim, and Final Compensation / file with the Court / upload order (.3); finalize and circulate Certification of Counsel Requesting Entry of Order Authorizing the Retention of Professionals Utilized in the Ordinary Course of Business / file with the Court / upload order (.3).	0.60	189.00
12/03/20	Wendy Cathers	Finalize and circulate Notice of Revised Proposed Final Order (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors' Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief.	0.40	126.00
12/03/20	Wendy Cathers	Finalize and circulate Certification of Counsel Requesting Entry of Order Establishing Procedures for and Authorizing the Sale or Abandonment of De Minimus Assets / file with the Court/ upload order.	0.80	252.00
12/03/20	Wendy Cathers	Finalize and circulate Certification of Counsel Requesting Entry of Final Order (A) Prohibiting Utility Providers from Discontinuing, Altering or Refusing Service; (B) Deeming Utility Providers Adequately Assured of Future Performance; (C) Establishing and Approving Procedures for Determining Assurance of Payment; and (D) Granting Related Relief / file with the Court / upload order.	0.50	157.50
12/03/20	Sara Hoffman	Prepare amended agenda for second day hearing.	1.40	1,204.00
12/03/20	Eric J. Howe	Review and comment on agenda for next day hearing	0.30	252.00
12/03/20	Dennis A. Meloro	Call with E. Howe re: 12/4 hearing.	0.20	220.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 35

Description of Professional Services Rendered

12/03/20	Nancy A. Peterman	Telephone conference with E. Howe re upcoming court hearing and various issues.	0.40	460.00
12/04/20	Wendy Cathers	Circulate Final Order (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing (.2); reformat Order for required space for Judge's signature (.3); file with the Court (.1); upload Order (.1); finalize and circulate Certification of Counsel re Lease Rejection Motion (.3); file Certification of Counsel with the Court (.1); file Notice of Filing of First Amendment to Asset Purchase Agreement with the Court (.3).	1.40	441.00
12/04/20	Sara Hoffman	Revise draft amended agenda for 12/4 hearing.	0.10	86.00
12/04/20	Eric J. Howe	Prepare for second day hearing (.9); participate in second day hearing (.7)	1.60	1,344.00
12/04/20	Dennis A. Meloro	Revise 12/4 hearing agenda.	0.90	990.00
12/04/20	Dennis A. Meloro	Prepare for and attend 12/4 hearing.	1.10	1,210.00
12/04/20	Nancy A. Peterman	Participate in second day court hearing.	0.70	805.00
12/04/20	Nancy A. Peterman	Telephone conference with E. Howe re follow-up after hearing.	0.30	345.00
12/09/20	Dennis A. Meloro	Emails with chambers, C. Robinson (committee counsel) re: hearing dates.	0.10	110.00
12/10/20	Wendy Cathers	File Certification of Counsel Regarding Omnibus Hearing Date filed with the Court.	0.20	63.00
12/10/20	Dennis A. Meloro	Review certification and order for omnibus hearing date, prepare for filing.	0.10	110.00
12/17/20	Sara Hoffman	Email with E. Howe and N. Ballen re: hearing agenda (0.2); email with P. Kieselbach (GT), N. Ballen (GT) and P. Wu (GT) re: same (0.1).	0.30	258.00
12/18/20	Sara Hoffman	Begin drafting agenda for sale hearing (1.6).	1.60	1,376.00
12/19/20	Sara Hoffman	Finalize draft Agenda for sale hearing.	2.20	1,892.00
12/20/20	Sara Hoffman	Review updated draft agenda.	0.20	172.00
12/20/20	Dennis A. Meloro	Review/revise 12/23 hearing agenda.	0.50	550.00
12/20/20	Dennis A. Meloro	Emails with E. Howe and N. Ballen re: 12/23 hearing agenda.	0.20	220.00
12/21/20	Nicholas E. Ballen	Further revisions to sale hearing agenda	0.90	495.00
12/21/20	Nicholas E. Ballen	Conference with Donlin team re service of agenda and supplemental declaration	0.20	110.00
12/21/20	Nicholas E. Ballen	Call with P. Kieselbach (GT) re service of supplemental declaration and agenda	0.10	55.00
12/21/20	Wendy Cathers	Finalize and file Supplemental Declaration of Richard NeJame in Support of Sale Motion with the Court (.2); file Debtor-In-Possession Monthly Operating Report for Filing Period November 2020 (.1).	0.30	94.50
12/21/20	Dennis A. Meloro	Emails with N. Ballen and DRC re: service of 12/23 hearing agenda.	0.10	110.00
12/21/20	Dennis A. Meloro	Revise, file 12/23 agenda (.3); email with	0.40	440.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 36

Description of Professional Services Rendered

		chambers re: same (.1).		
12/21/20	Nancy A. Peterman	Telephone conference with D. Meloro re	0.30	345.00
		upcoming sale hearing.		
12/22/20	Nicholas E. Ballen	Draft second amended agenda for	0.40	220.00
		upcoming hearing		
12/22/20	Nicholas E. Ballen	Draft (0.50) of and revise (0.10) to first	0.70	385.00
		amended agenda and instructions to Donlin		
		re service (0.10) thereof		
12/22/20	Dennis A. Meloro	Revise, file amended 12/23 agenda (.4);	0.60	660.00
		email with N. Ballen re: same and service		
		(.1); email with chambers re: same (.1).		
12/22/20	Nancy A. Peterman	Strategy conference with E. Howe re court	0.80	920.00
		hearing/argument regarding outstanding		
		objections.		
12/22/20	Nancy A. Peterman	Telephone conference with C. Schreiber re	0.30	345.00
		sale hearing strategy.		
12/23/20	Eric J. Howe	Prepare for (2.0) and attend sale hearing,	4.40	3,696.00
		including continuances (2.4)		
12/23/20	Dennis A. Meloro	Draft, file 12/28 agenda (.2); email with	0.40	440.00
		chambers re: same (.1); emails with DRC		
		re: service (.1).		
12/23/20	Dennis A. Meloro	Revise 12/23 agenda.	0.20	220.00
12/23/20	Dennis A. Meloro	File amended 12-23 agenda (.1); email to	0.20	220.00
		chambers re: same (.1).		
12/23/20	Dennis A. Meloro	Prepare for and attend first portion of sale	2.80	3,080.00
		hearing.		
12/23/20	Dennis A. Meloro	Attend second portions of sale hearing (.5);	0.70	770.00
		emails with chambers (.1) and parties re:		
		same (.1).		
12/23/20	Nancy A. Peterman	Participate in court hearing re sale motion.	2.00	2,300.00
12/27/20	Dennis A. Meloro	Drafting amended 12-28 hearing agenda.	0.30	330.00
12/28/20	Wendy Cathers	Download exhibits for uploading with	0.30	94.50
		order to be filed.		
12/28/20	Eric J. Howe	Prepare for (.4) and attend (.6) sale hearing	1.00	840.00
12/28/20	Dennis A. Meloro	Prepare for and attend 12/28 sale hearing.	1.10	1,210.00
12/28/20	Nancy A. Peterman	Preparation for and attend court hearing re	1.40	1,610.00
		sale order, DIP financing motion.		

Total Hours: 44.70

Total Amount: \$ 37,663.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 37

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 833,

COURT HEARINGS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	7.30	840.00	6,132.00
Dennis A. Meloro	13.10	1,100.00	14,410.00
Nancy A. Peterman	6.40	1,150.00	7,360.00
Nicholas E. Ballen	2.70	550.00	1,485.00
Sara Hoffman	6.40	860.00	5,504.00
Wendy Cathers	8.80	315.00	2,772.00
Totals:	44.70	842.57	\$ 37,663.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 38

Description of Professional Services Rendered

TASK CODE: 834 GENERAL CORPORATE MATTERS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/03/20	Eric J. Howe	Analyze issues related to board minutes and confidentiality	0.40	336.00
12/08/20	Bruce I. March	Correspondence re requests from Grey Lion	0.10	110.00
12/10/20	Eric J. Howe	Telephone conference with T. Woodman regarding insurance coverage	0.40	336.00
12/14/20	Bruce I. March	Correspondence re inquiries from D. Mayer (CFO)	0.20	220.00
12/17/20	Nicholas E. Ballen	Review of backup material from D. Mayer (YouFit) re Amex issue and related correspondence	0.10	55.00
12/18/20	Nicholas E. Ballen	Review of additional backup documentation on Amex issue provided by K. Tomlinson (YouFit)	0.20	110.00
12/18/20	Nicholas E. Ballen	Call with D. Mayer (YF), K. Tomlinson (YF) and S. Edwards (YouFit) re Amex debit/ACH hold issue	0.20	110.00
12/19/20	Bruce I. March	Correspondence with N. Peterman and J. Wolf re delay in closing and implications of same	0.20	220.00
12/20/20	Gregory Daddario	Attention to TSA; conference calls re the same.	7.40	5,883.00
12/21/20	Nicholas E. Ballen	Follow-up calls (0.40) to Amex re debit/ACH hold issue and updates (0.30) to D. Mayer and K. Tomlinson (YouFit) and E. Howe (GT) re same	0.70	385.00
12/21/20	Gregory Daddario	Attention to TSA.	1.00	795.00
12/21/20	Bruce I. March	Update call with Corrie, Peterman, Wolf, Howe and follow up re same	0.70	770.00
12/21/20	Nancy A. Peterman	Participate on board call re sale, TSA and DIP financing.	1.10	1,265.00
12/22/20	Patrick Wu	Analyze the insurance policies and contracts for the employment benefit plans	2.30	1,150.00
12/23/20	Bruce I. March	Call with N. Peterman (GT) and E. Howe (GT) re hearing and alternative avenues to resolve open issues	0.50	550.00

Total Hours: 15.50

Total Amount: \$ 12,295.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 39

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 834,

GENERAL CORPORATE MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Gregory Daddario	8.40	795.00	6,678.00
Eric J. Howe	0.80	840.00	672.00
Bruce I. March	1.70	1,100.00	1,870.00
Nancy A. Peterman	1.10	1,150.00	1,265.00
Nicholas E. Ballen	1.20	550.00	660.00
Patrick Wu	2.30	500.00	1,150.00
Totals:	15.50	793.23	\$ 12,295.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 40

Description of Professional Services Rendered

TASK CODE: 835 LEASES AND EXECUTORY CONTRACTS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Review of informal cure objection and correspondence re same with P. Bellot (Phoenix)	0.10	55.00
12/01/20	Sara Hoffman	Call to counsel for Broward County re: objection to lease rejection motion (0.4); call to E. Howe re: same (0.3); discuss same with N. Ballen (0.6).	1.30	1,118.00
12/01/20	Eric J. Howe	Telephone conferences (2 calls) with R. Gayle to discuss lease and customer notice issues (.7); telephone conference with A. Benyoum to discuss lease dispute issues (.3)	1.00	840.00
12/01/20	Steven M. Levick	Revising form amendment to leases regarding assignment	0.70	315.00
12/02/20	Eric J. Howe	Review cure notices regarding covenants not to compete	0.40	336.00
12/02/20	Eric J. Howe	Email from R. Gayle (Phoenix) regarding contract rejection issues	0.20	168.00
12/02/20	Eric J. Howe	Review correspondence from landlord at Paradise Square	0.40	336.00
12/02/20	Eric J. Howe	Email to R. Gayle (Phoenix), P. Bellot (Phoenix) and N. Ballen (GT) regarding cure issues	0.40	336.00
12/02/20	Steven M. Levick	Drafting lease amendments for the following locations: 7361,7765, and 7795.	2.30	1,035.00
12/02/20	Patrick Wu	Draft certification of counsel for the lease rejection motion.	0.20	100.00
12/03/20	Nicholas E. Ballen	Analyze executory contracts to be removed from cure schedule	0.20	110.00
12/03/20	Nicholas E. Ballen	Final preparation of supplemental cure notice and exhibit thereto for filing	0.20	110.00
12/03/20	Nicholas E. Ballen	Correspondence with J. Leggett (Bast Amron) re informal cure objection	0.10	55.00
12/03/20	Nicholas E. Ballen	Call with K. Wagner and A. Logan (Donlin) re supplemental cure notice, preparation of supplemental cure schedule, and service of the same	0.80	440.00
12/03/20	Nicholas E. Ballen	Revisions to draft supplemental cure schedules/exhibits	0.30	165.00
12/03/20	Nicholas E. Ballen	Drafting of notice for supplemental cure schedules	0.60	330.00
12/03/20	Nicholas E. Ballen	Correspondence with A. Logan (Donlin) and K. Wagner (Donlin) re service of supplemental cure notice and exhibits thereto	0.30	165.00
12/03/20	Nicholas E. Ballen	Follow-up with P. Bellot and R. Gayle (Phoenix) re various informal cure objections and analysis thereof	0.30	165.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 41

Description of Professional Services Rendered

12/03/20	Sara Hoffman	Call with counsel for Broward County re: objection to Lease Rejection Motion (0.1); call with E. Howe and counsel for Maricopa County Treasurer and Broward County taxing authority re: objections to lease rejection motion (0.5).	0.60	516.00
12/03/20	Eric J. Howe	Telephone conference with R. Gayle (Phoenix) to discuss cure objections	0.60	504.00
12/03/20	Eric J. Howe	Review supplemental cure notice (.3); emails with N. Ballen (GT) regarding supplemental cure notice (.2)	0.50	420.00
12/03/20	Peter D. Kieselbach	Analyze issues relating to notice of lease rejection	0.20	123.00
12/03/20	Steven M. Levick	Drafting amendments for 7361, 7370, 7336 and 7460.	2.00	900.00
12/03/20	Dennis A. Meloro	Review Dutch Plaza cure response.	0.10	110.00
12/04/20	Nicholas E. Ballen	Review (0.10) of backup re PMAT Algiers informal cure objection, provided by P. Bellot (Phoenix), and correspondence with T. Surden (Hartman Simons) re same	0.20	110.00
12/04/20	Nicholas E. Ballen	Review of newly-filed cure objections	0.40	220.00
12/04/20	Nicholas E. Ballen	Review (0.10) of backup re Partridge informal cure objection, provided by counsel thereto M. Terranova Fissel (Richards Layton), and related correspondence (0.10) with M. Terranova Fissel (Richards Layton) and with P. Bellot and R. Gayle (Phoenix) re the same	0.20	110.00
12/04/20	Sara Hoffman	Revise order for lease rejection motion.	0.30	258.00
12/04/20	Eric J. Howe	Review and revise lease rejection order	0.50	420.00
12/04/20	Peter D. Kieselbach	Draft and send adequate assurance email to requesting counterparties	0.20	123.00
12/04/20	Steven M. Levick	Drafting lease amendments for the following locations: 7378, 7850, 7794, 7797, 7798, 7344, 7397,	5.70	2,565.00
12/04/20	Bruce I. March	Conferences with Gleason and with McCawley re real estate lease modification issues	0.40	440.00
12/04/20	Daniel D. McCawley	Draft multiple to lease amendments; correspondence regarding same; attention to percentage rent issues.	1.60	1,264.00
12/04/20	Dennis A. Meloro	Emails re: multiple lease/cure issues.	0.30	330.00
12/05/20	Zachary O. Bazara	Prepare (1.0), review (1.0) and revise (1.0) lease amendments.	3.00	1,425.00
12/05/20	Peter D. Kieselbach	Review and confirm requests for adequate assurance information (.4); email adequate assurance information to requesting parties (.1)	0.60	369.00
12/05/20	Steven M. Levick	Drafting lease amendments for the following locations: 7348, 7789, 7460, 2602	3.20	1,440.00
12/05/20	Daniel D. McCawley	Multiple telephone conferences and correspondence regarding open lease issues	1.30	1,027.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 42

Description of Professional Services Rendered

		(.4); review lease amendment forms (.9).		
12/05/20	Dennis A. Meloro	Review of filed cure objections.	0.50	550.00
12/06/20	Peter D. Kieselbach	Email correspondence with lender counsel regarding adequate assurance information	0.10	61.50
12/06/20	Daniel D. McCawley	Multiple telephone conferences and correspondence regarding lease assignment issues (.2); review and comment on lease amendment issues (.8).	1.00	790.00
12/07/20	Nicholas E. Ballen	Review of newly-filed cure objection	0.30	165.00
12/07/20	Nicholas E. Ballen	Revisions to current cure objection tracking chart	0.20	110.00
12/07/20	Nicholas E. Ballen	Analysis of Partridge lease terms relating to late fees (0.30) and follow-up (0.40) with P. Bellot and R. Gayle (Phoenix) and M. Terranova Fissel (Richards Layton) re Partridge informal cure objection	0.70	385.00
12/07/20	Nicholas E. Ballen	Correspondence with R. Gayle (Phoenix) re backup for second omnibus rejection motion	0.10	55.00
12/07/20	Nicholas E. Ballen	Review of charts on cure objections prepared by Winston and Mackinac	0.50	275.00
12/07/20	Eric J. Howe	Emails (4) with R. Gayle and P. Bellot regarding lease amendment negotiations	0.80	672.00
12/07/20	Peter D. Kieselbach	Review adequate assurance disclosures (.5); telephone call with N. McCulloch regarding same (.1); email correspondence with C. Schreiber (LO & S) regarding adequate assurance requests and sale order (.2)	0.80	492.00
12/07/20	Steven M. Levick	Drafting/reviewing lease amendments for the following locations: 7766, 7392, 6443, 175 Altamonte.	2.50	1,125.00
12/07/20	Bruce I. March	Correspondence re Taplinger and possible hiring by lenders	0.10	110.00
12/07/20	Daniel D. McCawley	Multiple telephone conferences and correspondence regarding open lease issues.	0.70	553.00
12/07/20	Dennis A. Meloro	Review Shiloh Station objection to assumption.	0.10	110.00
12/07/20	Dennis A. Meloro	Review summary chart of lease/cure objections.	0.20	220.00
12/08/20	Nicholas E. Ballen	Instructions to P. Wu (GT) re legal research question raised by certain cure objections	0.20	110.00
12/08/20	Nicholas E. Ballen	Instructions (0.10) to P. Wu (GT) re revisions to cure objections chart and review (0.30) of product provided by P. Wu (GT)	0.40	220.00
12/08/20	Nicholas E. Ballen	Calls with P. Bellot (Phoenix) re cure objections and responses thereto	0.50	275.00
12/08/20	Nicholas E. Ballen	Follow-up with P. Bellot and R. Gayle (Phoenix) and M. Terranova Fissel (Richards Layton) re Partridge informal	0.30	165.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 43

Description of Professional Services Rendered

		cure objection		
12/08/20	Nicholas E. Ballen	Revise cure objections chart.	0.50	275.00
12/08/20	Nicholas E. Ballen	Follow-up with P. Bellot and R. Gayle (Phoenix) and N. McCullagh (Spots Fain) re Midlo cure objection	0.30	165.00
12/08/20	Nicholas E. Ballen	Follow-up with S. Hoffman (GT) re approach to and strategy on cure objections	0.20	110.00
12/08/20	Nicholas E. Ballen	Review of backup from P. Bellot (Phoenix) re Midlo cure objection, including lease amendment and tenant ledger	0.30	165.00
12/08/20	Eric J. Howe	Analyze ABC financial agreement	0.40	336.00
12/08/20	Eric J. Howe	Telephone conference with R. Gayle regarding landlord issues	0.40	336.00
12/08/20	Peter D. Kieselbach	Email to landlord counsel regarding adequate assurance request	0.10	61.50
12/08/20	Steven M. Levick	Reviewing and revising lease amendments for the following locations: 7765, 7394, 7362, 6443	0.70	315.00
12/08/20	Daniel D. McCawley	Attention to open lease issues (.3); correspondence regarding same (.2).	0.50	395.00
12/09/20	Nicholas E. Ballen	Revisions to cure objections chart	0.10	55.00
12/09/20	Nicholas E. Ballen	Drafting of various additional messages re cure objections to counsel for objecting parties	0.60	330.00
12/09/20	Nicholas E. Ballen	Conference call with E. Howe (GT), P. Bellot (Phoenix) and R. Gayle (Phoenix) re cure objections	0.50	275.00
12/09/20	Nicholas E. Ballen	Review of postpetition rent checks from November and December received from P. Bellot (Phoenix) for use in resolving cure objections	0.20	110.00
12/09/20	Nicholas E. Ballen	Follow-up with M. Terranova Fissel (Richards Layton) and with P. Bellot and R. Gayle (Phoenix) re Partridge informal cure objection and resolution thereof	0.30	165.00
12/09/20	Zachary O. Bazara	Review and revise lease amendments.	2.20	1,045.00
12/09/20	Danny Duerdoth	Email M. Klitenic re: December rent payment for YouFit at Liberty & Old Court Roads in Randallstown, MD.	0.20	87.00
12/09/20	Danny Duerdoth	Draft second omnibus rejection of unexpired leases and executory contract motion	0.20	87.00
12/09/20	Steven M. Levick	Drafting lease amendments for the following locations: 7738, 7908, 7360, 7348.	2.40	1,080.00
12/09/20	Bruce I. March	Review of all Taplinger agreements for non-competes	0.50	550.00
12/09/20	Bruce I. March	Correspondence re Taplinger non-compete agreements	0.10	110.00
12/09/20	Daniel D. McCawley	Review lease amendments.	0.30	237.00
12/10/20	Nicholas E. Ballen	Review of results of processed and organized backup materials, especially postpetition rent checks, for cure objection	0.40	220.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 44

Description of Professional Services Rendered

12/10/20	Nicholas E. Ballen	discussions Correspondence (0.20) with M. Scott (Kelley Drye) re Regency Centers cure objection and debtors' initial position thereon, review of landlord backup (0.20) and follow-up (0.10) with P. Bellot and R. Gayle (Phoenix) re same	0.50	275.00
12/10/20	Nicholas E. Ballen	Correspondence with R. Miller (Ferry Joseph) re EBLR cure objection (0.10), S. Kaufman (Kaufman Law) re Simon Property cure objection (0.10), and E. Miller and D. Brogan (Bayard Law) re Westwood Plaza cure objection (0.10)	0.30	165.00
12/10/20	Nicholas E. Ballen	Review of newly-filed Carrollwood Partners cure objection	0.20	110.00
12/10/20	Nicholas E. Ballen	Drafting of additional correspondence to counsel for objecting parties re cure objections	0.50	275.00
12/10/20	Nicholas E. Ballen	Ongoing updates to cure objections chart	0.10	55.00
12/10/20	Nicholas E. Ballen	Correspondence with I. Gold (Allen Matkins) re Weingarten and WRI JT cure objection	0.20	110.00
12/10/20	Nicholas E. Ballen	Follow-up with T. Surden (Hartman Simons) re resolution of informal PMAT cure objection	0.20	110.00
12/10/20	Nicholas E. Ballen	Correspondence with R. Merksy (Monzack) re Kimco Realty cure objection and debtors' initial position thereon	0.20	110.00
12/10/20	Nicholas E. Ballen	Follow-up with P. Bellot and K. Landis (Phoenix) re cure objection backup, including certain December rent checks	0.20	110.00
12/10/20	Nicholas E. Ballen	Call (0.10) with P. Bellot (Phoenix) re Puffin Management cure objection and follow-up (0.20) with counsel for Puffin Management re cure objection thereby and basis therefor	0.30	165.00
12/10/20	Eric J. Howe	Analyze issues related to ABC financial agreement	0.20	168.00
12/10/20	Eric J. Howe	Review and comment on correspondence with landlords	0.30	252.00
12/10/20	Eric J. Howe	Review and comment on multiple lease amendments	0.50	420.00
12/10/20	Steven M. Levick	Drafting/reviewing lease amendments for following locations: 7360, 7780, 2602.	1.70	765.00
12/10/20	Daniel D. McCawley	Review multiple lease amendments.	0.60	474.00
12/11/20	Nicholas E. Ballen	Response to follow-up inquiry from N. McCullagh (Spotts Fain) re Midlo cure objection, including retrieval and provision of backup re postpetition rents	0.10	55.00
12/11/20	Nicholas E. Ballen	Follow-up with P. Bellot and R. Gayle (Phoenix) to confirm computation of dollar amount for potential resolution of Partridge informal cure objection	0.10	55.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 45

Description of Professional Services Rendered

12/11/20	Nicholas E. Ballen	Review (0.10) of backup from I. Gold (Allen Matkins) re Weingarten and WRI JT cure objection and follow-up (0.20) with I. Gold (Allen Matkins) and P. Bellot (Phoenix) respectively re the same	0.30	165.00
12/11/20	Nicholas E. Ballen	Review (0.10) of backup from B. DeRiter (Simon) re Simon Properties cure objection and follow-up (0.10) with B. DeRiter (Simon) and P. Bellot (Phoenix) re same	0.20	110.00
12/11/20	Nicholas E. Ballen	Follow-up with R. Miller (Ferry Joseph) and P. Bellot (Phoenix) re EBLR cure objection and progress resolving the same	0.10	55.00
12/11/20	Nicholas E. Ballen	Review of backup and landlord reconciliation from A. Neiwirth (Quintairos) re Puffin Management cure objection	0.30	165.00
12/11/20	Nicholas E. Ballen	Review (0.40) of various Phoenix reconciliation charts for cure objections and ongoing correspondence (0.20) with P. Bellot (Phoenix) re status of outstanding cure objection reconciliations and related matters	0.60	330.00
12/11/20	Eric J. Howe	Email with R. Nussbaum, counsel to Paradise Square landlord, regarding potential sale of equipment	0.30	252.00
12/11/20	Eric J. Howe	Review and analyze issues related to ABC agreements	0.60	504.00
12/11/20	Eric J. Howe	Review and comment on lease amendments	0.50	420.00
12/11/20	Eric J. Howe	Review and comment on lease amendments	0.30	252.00
12/11/20	Eric J. Howe	Analyze lease designation rights and sale order	0.70	588.00
12/11/20	Peter D. Kieselbach	Analyze APA and sale order provisions regarding assumed contract and lease liabilities	0.50	307.50
12/11/20	Steven M. Levick	Reviewing lease amendment for location 7789.	0.80	360.00
12/11/20	Daniel D. McCawley	Review Landlord comments to proposed Amendments.	0.40	316.00
12/14/20	Nicholas E. Ballen	Follow-up with D. Brogan (Bayard), R. Mersky (Monzack), R. Miller (Ferry Joseph) and M. Martinez (Saul) re status of landlord reconciliations or other responses on Westwood, Kimco Realty, EBLR and Shiloh Station cure objections	0.40	220.00
12/14/20	Nicholas E. Ballen	Analysis of original and newly-revised Petinos cure objection reconciliation chart and related backup provided by Phoenix	0.40	220.00
12/14/20	Nicholas E. Ballen	Review of cure objections tracking chart and follow-up with P. Wu (GT) re revisions to same	0.30	165.00
12/14/20	Nicholas E. Ballen	Review (0.20) of Phoenix reconciliation re Gator cure objection and correspondence (0.10) with J. Weaver (J. Weaver Law) re	0.30	165.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 46

Description of Professional Services Rendered

		the same		
12/14/20	Nicholas E. Ballen	Follow-up and feedback to P. Wu (GT) on research on certain fees for cure objection discussions	0.20	110.00
12/14/20	Nicholas E. Ballen	Ongoing correspondence with P. Bellot (Phoenix) re status and contents of cure objection reconciliations and related matters	0.50	275.00
12/14/20	Nicholas E. Ballen	Review (0.20) of Phoenix reconciliation and backup re Cocowalk cure objection, correspondence (0.30) with D. Pollack (Ballard) re Cocowalk cure objection and related follow-up (0.30) with R. Gayle and P. Bellot (Phoenix)	0.80	440.00
12/14/20	Nicholas E. Ballen	Call with P. Bellot (Phoenix) re cure objections and reconciliations therefor, in particular for the Petinos and Cocowalk objections	0.40	220.00
12/14/20	Nicholas E. Ballen	Review (0.40) of leases and lease amendments relating to certain cure objections available in case file and requests (0.10) to P. Bellot (Phoenix) and S. Levick (GT) for complete copies of all leases, amendments and other related documents relating to cure objections	0.50	275.00
12/14/20	Danny Duerdoth	Draft second omnibus rejection of unexpired leases and executory contract motion	1.20	522.00
12/14/20	Danny Duerdoth	Research whether the Debtors can assume executory contract	0.10	43.50
12/14/20	Steven M. Levick	Discussing leases with real estate team	0.50	225.00
12/14/20	Daniel D. McCawley	Correspondence regarding lease amendment issues.	0.40	316.00
12/14/20	Patrick Wu	Review and update cure objection information for Kimco Realty (0.1); review and update cure objection information for Westwood Plaza, LLC (0.1); review and update adequate assurance information for Partridge Equity Group (0.1); review and update informal objection from local Texas Tax Authorities (0.1); confer with N. Ballen regarding cure objections (0.1); review and update cure objection information for FRIT Cocowalk Owners, LLC (0.1); review and update cure objection information for Shiloh Station LLC (0.1)	0.70	350.00
12/15/20	Nicholas E. Ballen	Drafting of further response to D. Pollack (Ballard) re Cocowalk cure objection	0.30	165.00
12/15/20	Nicholas E. Ballen	Analysis of Cigna cure objection compared to backup thereon provided by D. Mayer (YouFit)	0.30	165.00
12/15/20	Nicholas E. Ballen	Analysis (0.20) of prepetition lease	0.40	220.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 47

Description of Professional Services Rendered

		amendment and other backup re Promenade cure objection and summary (0.20) of debtors' position thereon, for use in discussions with B. Sullivan (Sullivan) re Promenade cure objection		
12/15/20	Nicholas E. Ballen	Call with E. Howe (GT) re status of cure objections and discussions thereon	0.30	165.00
12/15/20	Nicholas E. Ballen	Calls with P. Bellot (Phoenix) re various cure objections and Phoenix analysis thereof	0.60	330.00
12/15/20	Nicholas E. Ballen	Follow-up with R. Miller (Ferry Joseph), I. Gold (Allen Matkins) and R. Mersky (Monzack) re EBLR, Weingarten/WRI, Kimco Realty and Petinos cure objections and status of landlord responses thereon	0.40	220.00
12/15/20	Nicholas E. Ballen	Call with M. Scott (Kelley Drye) re Regency Centers cure objection	0.20	110.00
12/15/20	Nicholas E. Ballen	Revisions to cure objections chart	0.20	110.00
12/15/20	Nicholas E. Ballen	Review (0.20) of Phoenix analysis of SCC /RPT cure objection and correspondence (0.10) with S. Fleischer (Barclay) re same	0.30	165.00
12/15/20	Nicholas E. Ballen	Call and follow-up correspondence with A. Neiworth (Quintairos) re Puffin Management cure objection	0.40	220.00
12/15/20	Nicholas E. Ballen	Call with J. Lemkin (Stark) re Gator Argate, Gateway Retail and Gator Green cure objection	0.20	110.00
12/15/20	Nicholas E. Ballen	Review of Phoenix reconciliation analysis for Selig cure objection	0.20	110.00
12/15/20	Nicholas E. Ballen	Review of Phoenix reconciliation re Shiloh Station cure objection and follow-up with M. Martinez (Saul) re same	0.10	55.00
12/15/20	Nicholas E. Ballen	Ongoing correspondence with P. Bellot and R. Gayle (Phoenix) re status and content of Phoenix analysis for cure objections and related matters	0.50	275.00
12/15/20	Nicholas E. Ballen	Further review of certain leases and amendments thereto	0.30	165.00
12/15/20	Nicholas E. Ballen	Message for and follow-up correspondence with J. Wisler (Connolly) re Cigna cure objection, including request for specific sale order language to resolve objection	0.20	110.00
12/15/20	Nicholas E. Ballen	Review of Phoenix reconciliation for Gator Argate, Gateway Retail and Gator Green cure objection	0.10	55.00
12/15/20	Danny Duerdoth	Research whether Debtors can assign executory contracts.	1.80	783.00
12/15/20	Eric J. Howe	Telephone conference with N. Ballen to discuss cure objections (.3); telephone conference with R. Gayle to discuss cure objections and reconciliations (.3); telephone conferences (three) with M. Schriro (counsel to Bethany Station	1.70	1,428.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 48

Description of Professional Services Rendered

		landlord) regarding cure objection (.4); analyze multiple cure objections and reconciliation of same from company (.7)		
12/15/20	Steven M. Levick	Drafting and reviewing lease amendment for location 7446 and kimco leases	1.00	450.00
12/15/20	Daniel D. McCawley	Review lease amendment issues; review and revise Amendments to Lease.	1.20	948.00
12/15/20	Patrick Wu	Update cure objection information regarding EBLR, LLC (0.1); e-mail N. Ballen cure objection information regarding Partridge Equity Group I, LLC (0.1); e-mail N. Ballen cure objection information regarding PMAT Algiers Plaza (0.1); confer with P. Kieselbach regarding sale objections (0.1); confer with N. Ballen on status of cure objections (0.1); confer with N. Ballen on outstanding cure objections (0.7)	1.20	600.00
12/16/20	Nicholas E. Ballen	Call with P. Bellot (Phoenix) re status of certain cure objections	0.20	110.00
12/16/20	Nicholas E. Ballen	Review (0.20) of new documentation received from R. Mersky (Monzack) re Kimco Realty objection and follow-up (0.10) re same with P. Bellot (Phoenix) and R. Merksy (Monzack) respectively	0.30	165.00
12/16/20	Nicholas E. Ballen	Review (0.30) of new reconciliation analysis from Phoenix re Promenade cure objection and prepetition lease amendment thereon and summary (0.30) to B. Sullivan (Sullivan) re new analysis and effect on cure objection discussions	0.60	330.00
12/16/20	Nicholas E. Ballen	Ongoing correspondence with P. Bellot (Phoenix) re various cure objections and related matters	0.50	275.00
12/16/20	Nicholas E. Ballen	Call with E. Howe (GT) re summary of status of cure objection discussions	0.70	385.00
12/16/20	Nicholas E. Ballen	Further revisions to cure objection chart, including draft new summaries re status of negotiations and substantial revisions to other content as well as format	1.00	550.00
12/16/20	Nicholas E. Ballen	Review (0.40) of revised Phoenix analysis of Midlo cure objection and prepetition lease amendment, and summary (0.20) of debtors' revised position, in light of new analysis and backup, on cure and related matters for N. McCullagh (Spotts Fain)	0.60	330.00
12/16/20	Nicholas E. Ballen	Follow-up with S. Fleischer (Barclay), R. Miller (Ferry Joseph) and J. Wislery (Connolly) re SCC/RPT, EBLR and Cigna cure objections	0.20	110.00
12/16/20	Nicholas E. Ballen	Analysis of Westwood cure objection in response to inquiry from S. Bookhardt (GT) re effect of cure objection and	0.50	275.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 49

Description of Professional Services Rendered

		bankruptcy case generally on debtors' tenant allowance demand against Westwood		
12/16/20	Nicholas E. Ballen	Call with E. Howe (GT) re status of cure objections generally	0.10	55.00
12/16/20	Nicholas E. Ballen	Call with J. Leggett (Bast Amron) re status and resolution of Margate informal cure objection	0.20	110.00
12/16/20	Eric J. Howe	Telephone conference with N. Ballen (GT) to discuss cure objections and resolutions (1.0); review and analyze cure objections and resolutions (1.3)	2.30	1,932.00
12/16/20	Steven M. Levick	Drafting and reviewing lease amendment for the following locations: 7444, 2602, 7360, 7788, 7765, 7762, 7360, 7369 and 7334	5.40	2,430.00
12/16/20	Daniel D. McCawley	Assist with drafting lease amendments.	1.20	948.00
12/16/20	Cushla E. Talbut	Lease amendments to locations 7788, 7762 and 7444.	3.60	1,638.00
12/16/20	Patrick Wu	Review and update information regarding the cure objection of Kimco Realty (0.1); review and update information regarding the cure objection of Shiloh Station LLC (0.1); review correspondence and update information regarding the cure objection of Puffin Management, Inc. (0.2); review and update information regarding the cure objection of Midlo Properties, LLC (0.1); review and update information regarding the cure objection of Weingarten Realty investors and WRI JT Northridge, LP (0.1).	0.60	300.00
12/17/20	Nicholas E. Ballen	Call with J. Leshaw (Cousins Law) re Carrollwood cure objection	0.30	165.00
12/17/20	Nicholas E. Ballen	Call with N. McCullagh (Spotts Fain) re Midlo cure and sale objection	0.30	165.00
12/17/20	Nicholas E. Ballen	Update from R. Gayle (Phoenix) re plan for January rents	0.10	55.00
12/17/20	Nicholas E. Ballen	Ongoing correspondence with P. Bellot (Phoenix) re updates to cure objection analysis and related matters	0.60	330.00
12/17/20	Nicholas E. Ballen	Follow-up with B. DeRiter (Simon), R. Gold (FBT Law), S. Arden (Arden Law) and D. Brogan (Bayard) re status of landlord responses on Simon Properties, Washington, Selig and Westwood cure objections	0.50	275.00
12/17/20	Nicholas E. Ballen	Call with P. Bellot (Phoenix) re status of various cure objections	0.30	165.00
12/17/20	Nicholas E. Ballen	Review of numerous newly-executed postpetition lease amendments from P. Bellot (Phoenix) for various landlords	0.80	440.00
12/17/20	Nicholas E. Ballen	Updates to cure objection tracking chart	0.20	110.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 50

Description of Professional Services Rendered

		based on postpetition lease amendments		
12/17/20	Nicholas E. Ballen	Call with R. Mersky (Monzack) re Kimco and Petinos sale objections	0.40	220.00
12/17/20	Steven M. Levick	Drafting, reviewing and revising lease amendments for locations 7369, 7339, 7760, 7334, 7438, 7362 and 7765.	0.10	45.00
12/17/20	Daniel D. McCawley	Correspondence regarding open lease amendment issues.	0.80	632.00
12/17/20	Patrick Wu	Analyze cure objection information (1.6); research allowing late fees in cure claims (1.5)	3.10	1,550.00
12/18/20	Nicholas E. Ballen	Call with N. McCullagh (Spotts Fain) re Midlo cure objection	0.30	165.00
12/18/20	Nicholas E. Ballen	Call with P. Bellot (Phoenix) re Promenade and other cure objections	0.30	165.00
12/18/20	Nicholas E. Ballen	Call with E. Howe re cure objections and related matters	0.10	55.00
12/18/20	Nicholas E. Ballen	Review (0.20) of further response and new backup from S. Fleischer (Barclay) re SCC/RPT cure objection and follow-up (0.10) re same with S. Fleischer (Barclay) and P. Bellot (Phoenix)	0.30	165.00
12/18/20	Nicholas E. Ballen	Call with D. Brogan (Bayard) re Westwood cure objection	0.30	165.00
12/18/20	Nicholas E. Ballen	Further analysis of case law on interest and late fees in cure amounts, including cases provided by counsel for certain landlords as well as supplemental research re the same	0.80	440.00
12/18/20	Nicholas E. Ballen	Calls and messages to Amex re debit/ACH hold issue	0.50	275.00
12/18/20	Nicholas E. Ballen	Call and follow-up with B. Sullivan (Sullivan Law) re Promenade cure objection	0.40	220.00
12/18/20	Steven M. Levick	Drafting, reviewing and revising lease amendments for locations 7339, 7438, 7760, 7334, 7394, 7362, and 2602.	4.50	2,025.00
12/18/20	Daniel D. McCawley	Review Lease Amendments; correspondence regarding open issues.	0.70	553.00
12/18/20	Cushla E. Talbut	Draft ease amendments for locations 7760 Garland and 7438 Quail Roost (Miami, FL)	3.10	1,410.50
12/18/20	Patrick Wu	Research validity of late fees in cure amount (.2); Review (0.3) and update (0.1) information regarding the cure objection of SCC Market Square LLC and RPT Realty, L.P.; review (0.2) and update (0.1) information regarding the cure objection of Westwood Plaza, LLC; review (0.3) and update (0.1) information regarding the cure objection of Simon Property Group	1.30	650.00
12/21/20	Nicholas E. Ballen	Calls with N. McCullagh (Spotts Fain) re Midlo cure objection	0.60	330.00
12/21/20	Nicholas E. Ballen	Review of additional postpetition lease	0.40	220.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 51

Description of Professional Services Rendered

12/21/20	Danny Duerdoth	amendments and related leases Draft second omnibus rejection of unexpired leases and executory contract motion	3.40	1,479.00
12/21/20	Eric J. Howe	Review and comment on proposed lease amendments	0.80	672.00
12/21/20	Steven M. Levick	Drafting, reviewing and revising lease amendments for locations 7336, 7369, 7730, 7908, 7438, 7760 and 7789.	1.30	585.00
12/21/20	Daniel D. McCawley	Review lease amendment issues; correspondence regarding open lease amendment issues.	0.40	316.00
12/21/20	Patrick Wu	Review the redline of the proposed sale order from Washington Prime Group Inc. (0.3); analyze informal cure objections (2.2)	2.50	1,250.00
12/22/20	Nicholas E. Ballen	Follow-up with J. Wisler (Connolly) re Cigna cure objection in light of latest draft sale order	0.20	110.00
12/22/20	Nicholas E. Ballen	Call with N. McCullagh (Spotts Fain) re Midlo cure objection	0.30	165.00
12/22/20	Nicholas E. Ballen	Review of additional postpetition lease amendment	0.40	220.00
12/22/20	Nicholas E. Ballen	Review of new backup and reconciliation from Simon Properties re Simon Properties cure objection	0.30	165.00
12/22/20	Danny Duerdoth	Draft motion for rejection of executory contracts and leases.	0.70	304.50
12/22/20	Danny Duerdoth	Revise second omnibus motion for rejection of executory contracts and leases.	1.00	435.00
12/22/20	Danny Duerdoth	Draft declaration in support of motion for rejection of executory contracts and leases.	1.00	435.00
12/22/20	Sara Hoffman	Review/revise draft rejection motion (4.4); review draft declaration re: same (0.8).	5.20	4,472.00
12/22/20	Eric J. Howe	Telephone conferences (2) with R. Gayle to discuss lease rejections (.5); review and comment on rejection motion (.3)	0.80	672.00
12/22/20	Steven M. Levick	Drafting, reviewing and revising lease amendments for locations 7369, 7730, 7751, 7438, 7455, 7335, 7336, 7757, 7908 and 7789.	4.70	2,115.00
12/22/20	Daniel D. McCawley	Review Landlord comments to Lease Amendments.	0.60	474.00
12/22/20	Dennis A. Meloro	Email with D. Klauder, E. Howe re: JEM lease/cure.	0.10	110.00
12/22/20	Nancy A. Peterman	Review lease rejection/assumption procedures in sale order/TSA.	0.70	805.00
12/22/20	Jeffrey M. Wolf	Conference call with Winston team, Ms. Peterman (GT), Messrs. Howe (GT) and Daddario re: TSA (.8). Follow teleconference up with Ms. Peterman (GT) and Mr. Howe (GT) (.3) and e-communicaiton with Mr. Daddario (.1).	1.80	1,791.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 52

Description of Professional Services Rendered

		Attention to lease rejection and sale of drafts (.6)		
12/22/20	Patrick Wu	Analyze the informal cure objections	1.60	800.00
12/23/20	Nicholas E. Ballen	Review of additional postpetition lease amendments	0.30	165.00
12/23/20	Nicholas E. Ballen	Confirmation of resolution of Selig cure objection with S. Arden (Arden Law)	0.20	110.00
12/23/20	Danny Duerdoth	Draft declaration in support of motion for rejection of executory contracts and leases.	0.40	174.00
12/23/20	Danny Duerdoth	Revise second omnibus motion for rejection of executory contracts and leases.	2.40	1,044.00
12/23/20	Sara Hoffman	Review of draft second omnibus rejection motion and related supporting declaration (0.5); review emails from E. Howe re: same (0.2); review procedures order (0.2); reply email re: modifying draft omnibus rejection motion (0.1); review revised draft of second omnibus rejection motion (1.8); review revised draft of Gleason declaration in support of second omnibus rejection motion (0.5).	3.30	2,838.00
12/23/20	Eric J. Howe	Review and comment on lease rejection motion	0.30	252.00
12/23/20	Eric J. Howe	Review and comment on lease amendments	0.30	252.00
12/23/20	Eric J. Howe	Telephone conference with R. Gayle (Phoenix) regarding landlord and rent issues	0.40	336.00
12/23/20	Steven M. Levick	Drafting, reviewing and revising lease amendments for locations 7438, 7751 and 7455.	2.00	900.00
12/23/20	Daniel D. McCawley	Review Landlord comments to Lease Amendment drafts.	0.70	553.00
12/24/20	Danny Duerdoth	Revise second omnibus motion for rejection of executory contracts and leases.	0.40	174.00
12/24/20	Danny Duerdoth	Revise form motion for rejection of executory contracts and leases.	0.10	43.50
12/26/20	Eric J. Howe	Revise motion to reject leases	0.50	420.00
12/28/20	Nicholas E. Ballen	Call (0.20) with P. Kieselbach (GT) re landlord request for adequate assurance information and drafting (0.10) of response thereto	0.30	165.00
12/28/20	Nicholas E. Ballen	Review of and agreement with service/notice instructions to Donlin for second omnibus rejection motion	0.10	55.00
12/28/20	Danny Duerdoth	Email DRC regarding service for second omnibus motion rejecting leases.	0.40	174.00
12/28/20	Sara Hoffman	Review of emails re: second omnibus rejection motion and adequate assurance requests.	1.00	860.00
12/28/20	Eric J. Howe	Review and revise motion to reject contracts (.6); email with R. Gayle (Phoenix) and B. Gleason (CRO) regarding rejection motion (.2)	0.80	672.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 53

Description of Professional Services Rendered

12/28/20	Steven M. Levick	Drafting, reviewing and revising lease amendments for locations 7336 and 7760.	0.20	90.00
12/28/20	Daniel D. McCawley	Review open lease amendment issues.	0.30	237.00
12/28/20	Dennis A. Meloro	Review, revise, file second omnibus rejection motion (.8); emails with E. Howe, S. Hoffman re: same (.2).	1.00	1,100.00
12/28/20	Dennis A. Meloro	Emails with DRC and D. Duerdoth re: service of omnibus rejection motion.	0.20	220.00
12/29/20	Nicholas E. Ballen	Follow-up call with B. Sullivan (Sullivan Law) re Promenade cure objection	0.30	165.00
12/29/20	Nicholas E. Ballen	Follow-up correspondence (0.20) with P. Bellot (Phoenix) on backup re Promenade cure objection and review (0.10) of additional document received	0.30	165.00
12/29/20	Eric J. Howe	Review and comment on lease surrender letter	0.30	252.00
12/29/20	Peter D. Kieselbach	Review landlord correspondence and objection regarding adequate assurance (.2); email to C. Schreiber and L. Krucks regarding adequate assurance request (.3); email correspondence with N. Ballen regarding same (.1)	0.60	369.00
12/29/20	Patrick Wu	Analyze cure objection information of Promenade Plaza Partnership	0.30	150.00
12/30/20	Nicholas E. Ballen	Response to R. Cohen (Richard Cohen Law) landlord inquiry re designation list coverage	0.20	110.00

Total Hours: 168.00

Total Amount: \$ 100,164.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 54

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 835,

LEASES AND EXECUTORY CONTRACTS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	17.20	840.00	14,448.00
Bruce I. March	1.10	1,100.00	1,210.00
Daniel D. McCawley	12.70	790.00	10,033.00
Dennis A. Mello	2.50	1,100.00	2,750.00
Nancy A. Peterman	0.70	1,150.00	805.00
Jeffrey M. Wolf	1.80	995.00	1,791.00
Nicholas E. Ballen	38.80	550.00	21,340.00
Zachary O. Bazara	5.20	475.00	2,470.00
Danny Duerdoth	13.30	435.00	5,785.50
Sara Hoffman	11.70	860.00	10,062.00
Peter D. Kieselbach	3.10	615.00	1,906.50
Steven M. Levick	41.70	450.00	18,765.00
Cushla E. Talbut	6.70	455.00	3,048.50
Patrick Wu	11.50	500.00	5,750.00
Totals:	168.00	596.22	\$ 100,164.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 55

Description of Professional Services Rendered

TASK CODE: 836 SCHEDULES AND STATEMENTS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Correspondence with A. Mink (Phoenix) and Phoenix team re question regarding SOFA	0.20	110.00
12/01/20	Nicholas E. Ballen	Analysis legal issues related to SOFA	0.30	165.00
12/01/20	Nicholas E. Ballen	Correspondence with P. Wu (GT) regarding research on SOFA issues.	0.20	110.00
12/01/20	Nicholas E. Ballen	Correspondence with E. Howe (GT) re insider analysis	0.20	110.00
12/01/20	Eric J. Howe	Analyze issues related to payments listed on schedules	0.80	672.00
12/02/20	Nicholas E. Ballen	Follow-up correspondence with A. Mink (Phoenix) and K. Wagner (Donlin) re questions on SOFA part 2 items 3 and 4	0.10	55.00
12/02/20	Nicholas E. Ballen	Analysis (0.10) of new issue re SOFA and correspondence (0.10) with E. Howe re same	0.20	110.00
12/02/20	Nicholas E. Ballen	Correspondence to K. Wagner (Donlin) re correction of landlord address on draft schedules/statements	0.10	55.00
12/02/20	Patrick Wu	Research regarding SOFA issues	2.10	1,050.00
12/03/20	Nicholas E. Ballen	Review of research results regarding SOFA issues	0.30	165.00
12/03/20	Nicholas E. Ballen	Correspondence (0.20) with A. Mink (Phoenix) and K. Wagner (Donlin) re SOFA part 2 and inquiries thereon and correspondence (0.20) with Phoenix team and D. Mayer (YouFit) re global notes	0.40	220.00
12/03/20	Nicholas E. Ballen	Call with D. Mayer (YouFit), A. Mink (Phoenix), M. Karbiner (Phoenix), K. Doyle (Phoenix), E. Howe (GT), A. Logan (Donlin) and K. Wagner (Donlin) re outstanding items for schedules/statements	1.00	550.00
12/03/20	Eric J. Howe	Telephone conference(partial) with Phoenix team (K. Doyle, M. Karbiner, A. Mink), Donlin team (K. Wagner, A. Logan), and N. Ballen (GT) to discuss schedules and statements	0.70	588.00
12/03/20	Eric J. Howe	Analyze legal issues regarding insiders and schedules	0.70	588.00
12/04/20	Nicholas E. Ballen	Instructions to and correspondence with K. Wagner (Donlin) and Donlin team re revising certain line items on the schedules/statements	0.10	55.00
12/04/20	Nicholas E. Ballen	Review of most recent draft of schedules/statements	0.80	440.00
12/04/20	Nicholas E. Ballen	Review of and correspondence re suggested change to schedules/statements	0.10	55.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 56

Description of Professional Services Rendered

		from D. Mayer (YouFit) and A. Mink (Phoenix) to treatment of sales taxes and related matters		
12/04/20	Nicholas E. Ballen	Drafting (0.10) of cover page for schedules/statements and instructions (0.10) to P. Wu (GT) re same	0.20	110.00
12/04/20	Nicholas E. Ballen	Review of content for global notes provided by D. Mayer (YouFit) and A. Mink (Phoenix)	0.40	220.00
12/04/20	Nicholas E. Ballen	Drafting of global notes	4.90	2,695.00
12/04/20	Nicholas E. Ballen	Correspondence with D. Meloro, S. Bratton and W. Cathers (GT) and A. Logan and K. Wagner (Donlin) re timing of completion of schedules/statements and filing thereof	0.20	110.00
12/04/20	Nicholas E. Ballen	Follow-up with D. Mayer (YouFit), A. Mink (Phoenix) and K. Wagner (Donlin) to confirm various points re schedules/statements for purpose of drafting global notes	0.30	165.00
12/04/20	Sandy Bratton	Prepare Schedules and Statements of Financial Affairs for numerous debtors for filing	1.50	562.50
12/04/20	Eric J. Howe	Telephone conference with M. Karbiner, A. Mink, and D. Doyle to discuss schedules and statements (.9); review schedules and statements legal issues (.5)	1.40	1,176.00
12/04/20	Dennis A. Meloro	Call with E. Howe re: schedules/statements.	0.10	110.00
12/04/20	Patrick Wu	Research global notes on schedules and SOFAs (.3); organize schedules and statements (0.2); confer with S. Bratton regarding the preparation of schedules and statements (0.1); correspondence with S. Bratton regarding the preparation of schedules and statements (0.4)	1.00	500.00
12/05/20	Sandy Bratton	Prepare schedules and Statements of Financial Affairs for numerous debtors for filing	1.60	600.00
12/05/20	Sara Hoffman	Review draft Global Notes (1.5); provide N. Ballen comments to the same (0.4); review emails with comments from Phoenix professionals (M. Karbiner, P. Bellot, A. Mink) (0.4); email N. Ballen re: same (0.3).	2.60	2,236.00
12/05/20	Eric J. Howe	Review and comment on global notes to schedules and statements	0.50	420.00
12/06/20	Sara Hoffman	Update Global Notes for SOALs/SOFAs (2.4); review emails re: same (0.5); revise draft Global Notes (0.6); call with A. Mink re: Global Notes (0.3); further revise draft Global Notes (0.5); email final version of Global Notes to B. Gleason and Donlin	4.50	3,870.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 57

Description of Professional Services Rendered

12/06/20	Eric J. Howe	Recano for approval and incorporation into final form of SOALs and SOFAs (0.2). Telephone conference with M. Karbiner regarding revisions to schedules (.2); emails (3) to Phoenix team regarding revisions to schedules and global notes (.8); emails (3) with S. Hoffman regarding same (.4)	1.40	1,176.00
12/06/20	Dennis A. Meloro	Call with N. Ballen re: schedules and statements (.2); email with S. Bratton re: same (.1).	0.30	330.00
12/06/20	Dennis A. Meloro	Review schedules/SOFAs in preparation for filing.	2.20	2,420.00
12/07/20	Nicholas E. Ballen	Call with S. Bratton (GT) re filing of schedules/statements and related matters	0.40	220.00
12/07/20	Sandy Bratton	Correspond with N. Ballen, D. Meloro and W. Cathers of GT and K. Wagner of Donlin Recano regarding status of Schedules and Statements of Financial Affairs (.8); electronically file Schedules and Statements of Financial Affairs for numerous debtors in main jointly administered case (6.4)	7.20	2,700.00
12/07/20	Wendy Cathers	File Schedules and Statements of Financial Affairs with the Court (5.6); download the Schedules and Statements of Financial Affairs for printing and delivery to the Trustee (Hannah McCollum) per her request (4.6).	10.20	3,213.00
12/07/20	Sara Hoffman	Review emails from DRC re: final forms of SOALs and SOFAs.	0.50	430.00
12/07/20	Eric J. Howe	Finalize schedules and statements	0.30	252.00
12/07/20	Dennis A. Meloro	Review schedules/statements, coordinate filing of same.	4.20	4,620.00
12/08/20	Nicholas E. Ballen	Request (0.20) to A. Mink (Phoenix) and K. Wagner (Donlin); call (0.10) with A. Mink (Phoenix) re the same, and review (0.30) of revised YF Suwanee schedules/statements	0.60	330.00
12/08/20	Sandy Bratton	Electronically file Schedules and Statements of Financial Affairs in numerous individual cases	4.80	1,800.00
12/08/20	Wendy Cathers	Prepare Notice of Withdrawal of certain documents filed (.4); file Schedules and Statements of Financial Affairs with the Court (2.0); send documents to vendor for preparation of binder for the Trustee (.8); prepare Table of Contents and cover for binder for the Trustee (.4); file Schedules and Statements of Financial Affairs in individual cases (3.4).	7.00	2,205.00
12/08/20	Dennis A. Meloro	Confer with S. Bratton and W. Cathers re: schedules and statements.	0.30	330.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 58

Description of Professional Services Rendered

12/11/20	Eric J. Howe	Analyze data regarding insider payments	0.30	252.00
12/16/20	Dennis A. Meloro	Call with Phoenix and E. Howe in preparation for 12/17 section 341 meeting.	0.30	330.00

Total Hours: 67.50

Total Amount: \$ 38,480.50

TIMEKEEPER SUMMARY FOR TASK CODE 836.

SCHEDULES AND STATEMENTS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	6.10	840.00	5,124.00
Dennis A. Meloro	7.40	1,100.00	8,140.00
Nicholas E. Ballen	11.00	550.00	6,050.00
Sara Hoffman	7.60	860.00	6,536.00
Patrick Wu	3.10	500.00	1,550.00
Sandy Bratton	15.10	375.00	5,662.50
Wendy Cathers	17.20	315.00	5,418.00
Totals:	67.50	570.08	\$ 38,480.50

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 59

Description of Professional Services Rendered

TASK CODE: 837 UTILITY MATTERS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Correspondence with E. Howe (GT) re utility objection and proposed settlement thereof	0.10	55.00
12/01/20	Nicholas E. Ballen	Call with M. Karbner (Phoenix), D. Mayer (YouFit) and K. Doyle (Phoenix) re utility objection, additional adequate assurance requests and related utility matters	0.50	275.00
12/01/20	Nicholas E. Ballen	Call with E. Howe (GT) re ongoing settlement discussions with objecting utilities	0.20	110.00
12/01/20	Nicholas E. Ballen	Summary of call with R. Johnson re settlement of utilities objection for lenders' counsel	0.20	110.00
12/01/20	Nicholas E. Ballen	Call with M. Karbner (Phoenix) and Phoenix team re proposed settlement of utility objection	0.40	220.00
12/01/20	Nicholas E. Ballen	Call with R. Johnson re utilities objection and potential settlement thereof	0.10	55.00
12/01/20	Nicholas E. Ballen	Correspondence with D. Mayer (YouFit) and M. Karbner (Phoenix) re utilities objection and potential settlement thereof	0.40	220.00
12/01/20	Nicholas E. Ballen	Review (0.30) of DIP credit agreement provisions respecting variances and other flexibility, if any, in the budget re utility deposit amounts and correspondence (0.10) with M. Karbner (Phoenix) re same	0.40	220.00
12/01/20	Nicholas E. Ballen	Follow-up correspondence with E. Howe re utilities objection and settlement thereof	0.10	55.00
12/01/20	Nicholas E. Ballen	Follow-up call with R. Johnson re settlement of utilities objection	0.20	110.00
12/01/20	Nicholas E. Ballen	Follow-up correspondence (0.10) with R. Johnson re utilities objection and review (0.20) of new backup and settlement letter provided thereby	0.30	165.00
12/01/20	Sara Hoffman	Review email re: objection to utilities motion.	0.40	344.00
12/01/20	Eric J. Howe	Telephone conference with M. Karbner to discuss utilities deposit	0.30	252.00
12/01/20	Dennis A. Meloro	Email with E. Howe and N. Ballen re: adequate assurance issues.	0.10	110.00
12/01/20	Dennis A. Meloro	Review Mesa's adequate assurance request.	0.10	110.00
12/01/20	Patrick Wu	Review utilities motion objections (0.3); draft certificate of counsel for the utility motion (0.3)	0.60	300.00
12/02/20	Nicholas E. Ballen	Review (0.20) of past settlement examples provided by counsel for objecting utilities and summary (0.10) of the same to E.	0.30	165.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 60

Description of Professional Services Rendered

		Howe and D. Meloro (GT)		
12/02/20	Nicholas E. Ballen	Revisions to draft certification for utilities order	0.10	55.00
12/02/20	Nicholas E. Ballen	Follow-up with R. Johnson re settlement of utilities objection	0.10	55.00
12/02/20	Nicholas E. Ballen	Drafting of response to new settlement letter from objecting utilities	0.20	110.00
12/02/20	Nicholas E. Ballen	Correspondence with E. Howe (GT) re utilities settlement and utilities order	0.10	55.00
12/02/20	Sara Hoffman	Call with N. Ballen re: utilities objection and tasks.	0.60	516.00
12/02/20	Eric J. Howe	Email to B. Gleason (CRO) and M. Karbiner (Phoenix) regarding utility deposits	0.20	168.00
12/02/20	Eric J. Howe	Analyze issues related to utilities' objections	0.50	420.00
12/02/20	Dennis A. Meloro	Review/analysis of FPL supplemental utilities objection.	0.30	330.00
12/02/20	Dennis A. Meloro	Call with E. Howe re: utility/adequate assurance issues (.2); email with N. Peterman re: same (.2).	0.40	440.00
12/03/20	Eric J. Howe	Multiple (2-3) emails with R. Johnson, counsel to Florida Power and Light, to discuss utility deposits (.3); multiple (2-3) emails with M. Karbiner (Phoenix) and D. Mayer (YouFit) regarding utility deposits (.3)	0.60	504.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on utility motion, prepare for filing/submission.	0.30	330.00
12/04/20	Nicholas E. Ballen	Response to inquiry from S. Martel (NRG) re utility provider accounts included in case	0.10	55.00
12/07/20	Eric J. Howe	Email correspondence with D. Mayer regarding Florida Power and Light	0.40	336.00
12/08/20	Nicholas E. Ballen	Follow-up with R. Klein (Southwest Gas) re utility inquiry concerning scope of cases	0.10	55.00
12/08/20	Eric J. Howe	Email with R. Johnson, counsel for FPL, and with D. Mayer (YF) regarding utilities bills	0.30	252.00
12/09/20	Nicholas E. Ballen	Return call to utility provider Infinity Gas in response to general inquiry re bankruptcy cases	0.10	55.00
12/11/20	Nicholas E. Ballen	Analysis (0.20) of documentation provided by D. Mayer (YouFit) re City of Tallahassee utility and Great American Insurance Company utility bond issue and research (0.30) on postpetition efforts to collect on prepetition utility claims against bonds	0.50	275.00
12/11/20	Nicholas E. Ballen	Calls in response to inquiry from utility provider Memphis Light, Gas & Water	0.20	110.00
12/11/20	Nicholas E. Ballen	Analysis (0.40) re FPL settlement agreement and terms thereof for D. Mayer (YouFit) and E. Howe) and follow-up	0.80	440.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 61

Description of Professional Services Rendered

		(0.40) with D. Mayer (YouFit) and M. Karbiner (Phoenix), and with R. Johnson (Russell Johnson Law), re wiring of funds in accordance with settlement terms		
12/11/20	Nicholas E. Ballen	Attempts to reach City of Tallahassee utility department re utility bond issue	0.30	165.00
12/11/20	Nicholas E. Ballen	Calls to and message left with Great American Insurance Company re City of Tallahassee utility bond issue	0.20	110.00
12/14/20	Nicholas E. Ballen	Informal request for information and follow-up re utility bond issue to client contact at City of Tallahassee utility department	0.20	110.00
12/14/20	Patrick Wu	Review and update information from the City of Tallahassee regarding their provision of utility services	0.10	50.00
12/15/20	Nicholas E. Ballen	Call with Great American Insurance Company re Tallahassee utility bond issue	0.20	110.00
12/16/20	Nicholas E. Ballen	Follow-up call and correspondence to City of Tallahassee re utility bond issue	0.10	55.00
12/17/20	Nicholas E. Ballen	Calls with E. Howe (GT) re utility provider issues and related matters	0.20	110.00
12/17/20	Nicholas E. Ballen	Call to Cobb EMC re potential issue with postpetition utility service	0.20	110.00
12/18/20	Nicholas E. Ballen	Follow-up with S. Bristol (City of Tallahassee) re utility bond issue	0.10	55.00
12/18/20	Nicholas E. Ballen	Follow-up call to S. Wood at Cobb EMC re utility service issue	0.20	110.00
12/28/20	Nicholas E. Ballen	Call and follow-up with M. Scanlan (City of Tallahassee) re utility bond issue	0.30	165.00
12/28/20	Nicholas E. Ballen	Explanation and request for approval of proposed agreed resolution of Jackson EMC request for additional utility adequate assurance for B. Gleason (Phoenix), D. Mayer (YouFit) and Phoenix team	0.20	110.00
12/28/20	Nicholas E. Ballen	Further voice mail and correspondence to S. Wood (Cobb EMC) re postpetition utility service	0.20	110.00
12/29/20	Nicholas E. Ballen	Follow-up with M. Scanlan (City of Tallahassee) re utility bond issue	0.20	110.00
12/30/20	Nicholas E. Ballen	Follow-up with S. Woods (Cobb EMC) re postpetition utility service	0.10	55.00
12/30/20	Nicholas E. Ballen	Follow-up with R. Mannoll (Fortson Bentley), D. Mayer (YouFit) and M. Karbiner (Phoenix) re resolution of Jackson EMC's request for additional adequate assurance	0.20	110.00
12/31/20	Nicholas E. Ballen	Confirmation of payment pursuant to resolution of Jackson EMC adequate assurance request	0.10	55.00

Total Hours: 13.70

Invoice No.: 5578625
Matter No.: 157998.010800

Page 62

Description of Professional Services Rendered

Total Amount: \$ 9,137.00

TIMEKEEPER SUMMARY FOR TASK CODE 837,

UTILITY MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	2.30	840.00	1,932.00
Dennis A. Moloro	1.20	1,100.00	1,320.00
Nicholas E. Ballen	8.50	550.00	4,675.00
Sara Hoffman	1.00	860.00	860.00
Patrick Wu	0.70	500.00	350.00
Totals:	13.70	666.93	\$ 9,137.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 63

Description of Professional Services Rendered

TASK CODE: 838 SALE OF PROPERTY

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Correspondence with M. Martinez (Saul Ewing) re informal cure objection by Shiloh	0.10	55.00
12/01/20	Nicholas E. Ballen	Correspondence with P. Bellot and R. Gayle (Phoenix) re strategic considerations in responding to cure objections	0.10	55.00
12/01/20	Eric J. Howe	Telephone conference with S. Hoffman to discuss de minimis asset sale motion	0.40	336.00
12/01/20	Eric J. Howe	Review indications of interest and analyze issues related to sale process	1.30	1,092.00
12/01/20	Dennis A. Meloro	Review Maricopa's bid procedures/sale objection.	0.10	110.00
12/01/20	Nancy A. Peterman	Telephone conference with C. Schreiber (Winston) re CEO candidates, DIP financing order issues and sale related matters.	1.00	1,150.00
12/01/20	Nancy A. Peterman	Telephone conference with C. Schreiber re Planet Fitness LOI.	0.10	115.00
12/01/20	Nancy A. Peterman	Review Planet Fitness LOI.	0.30	345.00
12/01/20	Patrick Wu	Update list of adequate assurance information requests (0.3); organize information in data room (0.3); review cure objections (0.4)	1.00	500.00
12/02/20	Nicholas E. Ballen	Correspondence with P. Wu (GT) re processing of cure objections	0.10	55.00
12/02/20	Nicholas E. Ballen	Initial correspondence with Donlin team re prospect of supplemental cure notice	0.10	55.00
12/02/20	Nicholas E. Ballen	Correspondence with E. Howe, D. Meloro and S. Hoffman (GT) re Partridge lease and late fees	0.10	55.00
12/02/20	Nicholas E. Ballen	Revisions to spreadsheet from K. Doyle (Phoenix) setting forth additions to the cure schedule	0.20	110.00
12/02/20	Nicholas E. Ballen	Correspondence with P. Bellot and R. Gayle (Phoenix) re Partridge late fees and other issues raised by Partridge cure objection	0.10	55.00
12/02/20	Nicholas E. Ballen	Follow-up (0.10) with P. Bellot and R. Gayle (Phoenix) re Partridge cure objection and correspondence with M. Terranova Fissel (Richards Layton) re status of the same	0.20	110.00
12/02/20	Nicholas E. Ballen	Correspondence with T. Surden (Hartman Simons) and P. Bellot and R. Gayle (Phoenix) re new informal cure objection	0.10	55.00
12/02/20	Nicholas E. Ballen	Correspondence with Phoenix team to confirm additions to and removal from cure	0.10	55.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 64

Description of Professional Services Rendered

Date	Attorney	Description of Professional Services Rendered	Hours	Amount
		schedule		
12/02/20	Nicholas E. Ballen	Correspondence with M. Martinez (Saul) re informal cure objection	0.10	55.00
12/02/20	Nicholas E. Ballen	Follow-up correspondence with M. Terranova Fissel (Richards Layton) setting forth substantive response on Partridge cure objection	0.10	55.00
12/02/20	Nicholas E. Ballen	Review of bidding procedures order provisions re assumption process for purpose of confirming process and requirements for supplementing the cure schedule	0.10	55.00
12/02/20	Nicholas E. Ballen	Analysis of Partridge lease terms on late fees for purpose of responding on cure objection	0.30	165.00
12/02/20	Sara Hoffman	Emails with counsel to objecting parties and lenders' counsel re: proposed revisions to proposed orders to DIP and De Minimis Asset Sale motions (0.9); revise proposed order to De Minimis Asset Sale motion (0.4).	1.30	1,118.00
12/02/20	Eric J. Howe	Analyze issues related to SBA noticing	0.30	252.00
12/02/20	Eric J. Howe	Review and comment on de minimis asset sale order	0.40	336.00
12/02/20	Nancy A. Peterman	Analyze PPP loan/sale related issues.	0.30	345.00
12/02/20	Nancy A. Peterman	Draft email to C. Schreiber re non-competes.	0.20	230.00
12/02/20	Patrick Wu	Update list of adequate assurance information requests (0.1); review cure objections (0.6)	0.70	350.00
12/03/20	Nicholas E. Ballen	Follow-up with B. Gleason (Phoenix) and D. Mayer (YouFit) and N. Morales (Donlin) re sale publication notice	0.40	220.00
12/03/20	Dennis A. Meloro	Review COC and proposed order on de minimis asset procedures motion (.2), prepare for filing/submission (.1).	0.30	330.00
12/03/20	Patrick Wu	Draft the notice of revised proposed order for the de minimis asset sale order.	0.40	200.00
12/03/20	Patrick Wu	Compile list of adequate assurance requests	0.60	300.00
12/04/20	Sara Hoffman	Review emails re: first amendment to APA (0.3); coordinate execution of first amendment to APA by B. Gleason (0.8); prepare execution version of first amendment to APA (0.5).	1.60	1,376.00
12/04/20	Sara Hoffman	Prepare certification of counsel for order for de minimis asset sale motion.	0.50	430.00
12/04/20	Sara Hoffman	Coordinate filing of lease rejection motion certification of counsel and revised order.	0.30	258.00
12/04/20	Dennis A. Meloro	Review, prepare notice of APA amendment for filing.	0.10	110.00
12/04/20	Dennis A. Meloro	Email from S. Venezia re: North Providence location; email to N. Peterman, E. Howe re: same.	0.10	110.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 65

Description of Professional Services Rendered

12/04/20	Nancy A. Peterman	Review and respond to email from B. Gleason re transition issues.	0.40	460.00
12/04/20	Nancy A. Peterman	Telephone conference with C. Schreiber re sale and potential issues.	0.50	575.00
12/04/20	Patrick Wu	Draft notice of filing for the amendment to the asset purchase agreement (0.6); compile cure objections (0.4)	1.00	500.00
12/05/20	Eric J. Howe	Telephone conference with P. Kieselbach (GT) to discuss adequate assurance notices	0.20	168.00
12/05/20	Patrick Wu	Review and analyze multiple adequate assurance and cure objections	4.50	2,250.00
12/06/20	Eric J. Howe	Telephone conference with B. Gleason and N. Peterman to discuss sale process	0.60	504.00
12/06/20	Patrick Wu	Summarize multiple adequate assurance and cure objections.	3.60	1,800.00
12/07/20	Nicholas E. Ballen	Correspondence with S. Hoffman (GT) and to K. Klausner (TSG Reporting) to schedule court reporter for auction date	0.10	55.00
12/07/20	Sara Hoffman	Review emails re: cure objections to P. Wu (GT).	0.40	344.00
12/07/20	Eric J. Howe	Telephone conference with P. Kieselbach regarding sale process	0.20	168.00
12/07/20	Eric J. Howe	Participate on conference call with lender advisors (C. Schreiber, L. Krucks, J. Barry, K. Miramadi, J. Wicker) and debtor advisors (B. Gleason, R. NeJame, N. Peterman) to discuss sale process	1.00	840.00
12/07/20	Eric J. Howe	Analyze cure objections	0.30	252.00
12/07/20	Dennis A. Meloro	Email with counsel to potential purchaser, email with N. Peterman, E. Howe re: same.	0.10	110.00
12/07/20	Nancy A. Peterman	Telephone conference with Lenders' representatives (YCST, Winston, Mackinaw Partners), B. Gleason, E. Howe re sale process, cure objections.	1.00	1,150.00
12/07/20	Nancy A. Peterman	Telephone conference with B. Gleason re sale and transition process.	0.50	575.00
12/07/20	Patrick Wu	E-mail N. Ballen regarding the cure objection deadline (0.2); review the Objection of Shiloh Station LLC to Debtors' Notice of Potential Assumption and Assignment (0.4); incorporate Winston's Summary Chart of Objections to Assumption of Certain Executory Contracts into the cure objections chart (0.5); update cure objections list (0.4); review the Objection of Mosaic Oxbridge Owners, LLC to Notice of Potential Assumption and Assignment (0.4)	1.90	950.00
12/08/20	Nicholas E. Ballen	Follow-up with N. Morales (Donlin) re proof of publication of sale notice and review of affidavit re same	0.10	55.00
12/08/20	Danny Duerdoth	Research treatment of PPP loans in the event of change of ownership.	1.20	522.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 66

Description of Professional Services Rendered

12/08/20	Sara Hoffman	Review bid procedures order (0.4); discuss with N. Ballen certain deadlines per bid procedures order (0.3).	0.70	602.00
12/08/20	Sara Hoffman	Review emails re: cure and adequate assurance objections.	0.50	430.00
12/08/20	Eric J. Howe	Telephone conference with N. Peterman regarding sale issues	0.20	168.00
12/08/20	Eric J. Howe	Telephone conference with K. Bigloo and J. Blackmore regarding preparation for sale closing	0.60	504.00
12/08/20	Eric J. Howe	Analyze issues related to cure objections	0.80	672.00
12/08/20	Eric J. Howe	Review potential bid and potential issues related to same	0.80	672.00
12/08/20	Eric J. Howe	Draft sale closing issues list	0.40	336.00
12/08/20	Nancy A. Peterman	Analyze buyer request to hire former employee as consultant for sale process.	0.40	460.00
12/08/20	Nancy A. Peterman	Telephone conference with C. Schreiber re sale issues.	0.30	345.00
12/08/20	Nancy A. Peterman	Telephone conference with B. Gleason re sale, financing issues and transition process.	0.90	1,035.00
12/08/20	Nancy A. Peterman	Draft email to C. Schreiber re transition funding, sale closing and related issues.	0.30	345.00
12/08/20	Nancy A. Peterman	Strategy conference with E. Howe re sale options.	0.20	230.00
12/08/20	Patrick Wu	Draft cure objections chart to send to Phoenix and D. Mayer (0.8); cross-check cure objection information with the values provided by Mackinac (0.3); correspondence with N. Ballen regarding cure objection information (0.2); compile list of adequate assurance information (0.1); update cure objections chart (0.1); review informal objection from Partridge Equity Group I, LLC (0.2); research regarding cure claims (1.4)	3.10	1,550.00
12/09/20	Nicholas E. Ballen	Review of Maricopa sale objection	0.10	55.00
12/09/20	Nicholas E. Ballen	Summary of service of sale notice, including review of notice provisions in bidding procedures order, affidavit of service for sale notice, and internal notes thereon	0.20	110.00
12/09/20	Nicholas E. Ballen	Review of latest draft of proposed sale order	0.30	165.00
12/09/20	Eric J. Howe	Analyze issues related to PPP loan forgiveness	0.30	252.00
12/09/20	Eric J. Howe	Telephone conference with D. Mayer (YF), M. Karbiner (Phoenix), R. Gayle (YF), P. Bellot, and N. Ballen (GT) to discuss cure reconciliation process	0.50	420.00
12/09/20	Eric J. Howe	Telephone conference with L. Krucks regarding draft sale order	0.30	252.00
12/09/20	Eric J. Howe	Review (1.6), analyze (1.6), and revise	4.80	4,032.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 67

Description of Professional Services Rendered

12/09/20	Peter D. Kieselbach	(1.6) draft sale order from buyer. Review and revise sale order (2.8); email correspondence with counsel for landlords regarding sale issues (.2)	3.00	1,845.00
12/09/20	Jeffrey M. Wolf	Review draft sale order and e-communication re: same.	0.60	597.00
12/09/20	Patrick Wu	Update cure objection chart (0.4); research related to cure amounts (3.7); confer with E. Howe, N. Ballen, M. Karbiner, R. Gayle, P. Bellot, K. Landis, K. Doyle, and D. Mayer regarding the cure objection reconciliation plan (0.5)	4.60	2,300.00
12/10/20	Eric J. Howe	Revise draft sale order (1.3); email to C. Schreiber regarding sale order (.2); telephone conference with P. Kieselbach regarding sale order (.3)	1.80	1,512.00
12/10/20	Eric J. Howe	Analyze issues related to potential bids	0.30	252.00
12/10/20	Peter D. Kieselbach	Analyze sale order draft (.8); email correspondence with landlord counsel regarding sale issues (.1)	0.90	553.50
12/10/20	Nancy A. Peterman	Review and comment on draft sale order.	0.40	460.00
12/10/20	Nancy A. Peterman	Review and analysis of A. Taplinger agreement and noncompete.	0.40	460.00
12/10/20	Nancy A. Peterman	Review email from investment banker re Planet Fitness sale proposal.	0.10	115.00
12/10/20	Jeffrey M. Wolf	Review and comment on draft Sale Order.	0.60	597.00
12/10/20	Patrick Wu	Research regarding cure claims (0.3); e-mail N. Ballen regarding same (0.1); review the cure objection from EBLR, LLC (0.1); review the cure objection from Regency Centers L.P. (0.2); update cure objections chart (0.6); review (0.1) Objection of Carrollwood Partners LLC to Debtors' Notice of Potential Assumption and Assignment and add (0.1) to cure objection chart	1.50	750.00
12/11/20	Sara Hoffman	Review of emails from creditors re: objections to sale (0.2); emails to P. Kieselbach, D. Duerdoth and N. Ballen re: same (0.3).	0.50	430.00
12/11/20	Eric J. Howe	Telephone to P. Weintreib, counsel to Regency landlords, regarding sale motion	0.40	336.00
12/11/20	Eric J. Howe	Telephone conference with B. Rich regarding sale motion (.5); telephone conference with C. Schreiber regarding sale motion (.7)	1.20	1,008.00
12/11/20	Jeffrey M. Wolf	Review draft sale order.	0.60	597.00
12/11/20	Patrick Wu	Revise cure objection summary chart	0.80	400.00
12/12/20	Danny Duerdoth	Research treatment of PPP loans in the event of change of ownership.	1.10	478.50
12/12/20	Sara Hoffman	Prepare notices regarding cancellation of contemplated auction and successful bidder.	1.90	1,634.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 68

Description of Professional Services Rendered

12/12/20	Eric J. Howe	Analyze bid procedures regarding sharing information and consultation rights (.4); review lender changes to sale order (.5)	0.90	756.00
12/12/20	Nancy A. Peterman	Review and analysis of LOIs from potential bidders.	0.80	920.00
12/13/20	Eric J. Howe	Telephone conference with C. Schreiber (Winston), N. Peterman (GT), and L. Krucks (Winston) to discuss sale process (.8); follow up email to B. Gleason (Phoenix) and R. NeJame (Phoenix) summarizing same (.3); email to and from L. Krucks (Winston) regarding same order (.3); telephone conference with N. Peterman (GT) to discuss sale process (.3)	1.70	1,428.00
12/13/20	Peter D. Kieselbach	Analyze revisions to proposed sale order	0.90	553.50
12/14/20	Nicholas E. Ballen	Review of Washington Prime and Regency Centers sale objections	0.40	220.00
12/14/20	Nicholas E. Ballen	Review of Berks sale objection	0.20	110.00
12/14/20	Danny Duerdoth	Draft certificate of counsel to amend de minimis procedures order.	0.80	348.00
12/14/20	Danny Duerdoth	Draft notice of de minimis asset sale.	2.10	913.50
12/14/20	Danny Duerdoth	Research treatment of PPP loans in the event of change of ownership.	3.60	1,566.00
12/14/20	Sara Hoffman	Review email from E. Howe re: sale objection.	0.10	86.00
12/14/20	Eric J. Howe	Telephone conference with P. Kieselbach to discuss sale objections (.4); review and analyze sale objections (1.6); analyze issues related to sale closing (2.3)	4.30	3,612.00
12/14/20	Eric J. Howe	Telephone conference with N. Peterman (GT) and B. Rich (Berger Singerman) regarding sale process and interested bidders (.4); telephone conference with B. Gleason (Phoenix), N. Peterman (GT), and R. NeJame (FocalPoint) regarding sale process and interested bidders (.8); telephone conference with R. NeJame (FocalPoint), C. Schreiber (W&S), Mackinac, and lender representatives regarding sale process (.8); multiple telephone conferences with N. Peterman to discuss sale process	2.70	2,268.00
12/14/20	Eric J. Howe	Email with R. Gayle (Phoenix) and with R. Nussbaum (SaksTierney) regarding Paradise Square equipment	0.40	336.00
12/14/20	Peter D. Kieselbach	Review sale objections (1.5); draft reply (3.5); research case law for same (01); email and telephone correspondence with counsel for taxing authority regarding sale objection (.4)	6.40	3,936.00
12/14/20	Dennis A. Meloro	Review de minimis sale notice (.1); review approval order (.1) and email with D. Duerdoth (GT) re: update to same (.1).	0.30	330.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 69

Description of Professional Services Rendered

12/14/20	Nancy A. Peterman	Telephone conference with UCC re sale/transition.	0.20	230.00
12/14/20	Nancy A. Peterman	Strategy conference with E. Howe re sale transaction and transition services agreement.	0.50	575.00
12/14/20	Nancy A. Peterman	Exchange emails with J. Wolf re TSA.	0.20	230.00
12/14/20	Nancy A. Peterman	Review sale objection filed by Blank, class plaintiff.	0.40	460.00
12/14/20	Nancy A. Peterman	Review and comment on TSA.	1.40	1,610.00
12/14/20	Jeffrey M. Wolf	Teleconferences with Ms. Peterman (GT) re: asset sale matters (.3). Conference call with Ms. Peterman (GT), Mr. Howe (GT), Mr. Gleason (Phoenix), Mr. Nejame (Phoenix) re: TriArtisan and Planet Hollywood bids and status of lender transaction (.5). Conference call with lender group, Messrs. Nejame (Phoenix), Gleason (Phoenix), Ms. Peterman (GT) and Mr. Howe (GT), Mr. Schreiber (Winston) re: competing offers (.5).	1.30	1,293.50
12/15/20	Nicholas E. Ballen	Review of draft committee objection to sale	0.20	110.00
12/15/20	Nicholas E. Ballen	Drafting of summaries of certain sale and adequate assurance objections	0.60	330.00
12/15/20	Danny Duerdoth	Draft reply to objection of Rick Berks et al.	3.50	1,522.50
12/15/20	Danny Duerdoth	Research whether membership agreements are considered executory contracts.	6.00	2,610.00
12/15/20	Sara Hoffman	Emails to E. Howe (GT) re: draft notice of cancellation of auction and designation of successful bidder (0.1); revise draft notice of cancellation of auction and designation of successful bidder (0.1).	0.20	172.00
12/15/20	Sara Hoffman	Prepare notice of filing sale order (0.6); coordinate filing of (a) notice of cancellation of auction and designation of successful bidder and (b) filing of proposed sale order and related notice (0.4); review confirmation emails re: filing of notices (0.2); coordinate service of notice of cancellation of auction with DRC (0.5); provide as-filed copy of proposed sale order to P. Kieselbach (0.1); provide as-filed copy of proposed sale order to lenders' counsel (0.1).	1.90	1,634.00
12/15/20	Eric J. Howe	Telephone conferences (two) with P. Kieselbach to discuss sale objections (.7); review and analyze sale objections filed by class action plaintiff, Stross parties, and multiple landlords (3.9)	4.60	3,864.00
12/15/20	Eric J. Howe	Telephone conference with N. Peterman (GT) to discuss sale issues (.4); telephone conference with B. Gleason (Phoenix), P. Corrie (YouFit), N. Peterman (GT) and J.	0.90	756.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 70

Description of Professional Services Rendered

		Wolfe (GT) to discuss sale process and related issues (.5)		
12/15/20	Eric J. Howe	Review and revise sale order and notice of filing same	0.60	504.00
12/15/20	Eric J. Howe	Review background information related to class action lawsuit	0.90	756.00
12/15/20	Eric J. Howe	Review and comment on notice of auction cancellation	0.50	420.00
12/15/20	Eric J. Howe	Telephone conference with B. Gleason (Phoenix) regarding membership agreements	0.30	252.00
12/15/20	Eric J. Howe	Telephone conference with C. Schrieber (W&S) to discuss sale objections and other case issues	0.50	420.00
12/15/20	Peter D. Kieselbach	Review sale objections (1.5); research issues relating to same (1.6); revise omnibus reply to sale objections (7); email correspondence with counsel for taxing authority and landlords regarding sale objections (.5); analyze issues relating to service of auction cancellation notice (.1)	11.70	7,195.50
12/15/20	Dennis A. Meloro	Review, finalize, and file notice of cancellation of auction and designation of stalking horse bidder as successful bidder.	0.30	330.00
12/15/20	Dennis A. Meloro	Review, finalize, file notice of proposed sale order and proposed sale order.	1.30	1,430.00
12/15/20	Nancy A. Peterman	Exchange emails with UCC counsel, Lenders counsel, client re sale process.	0.40	460.00
12/15/20	Nancy A. Peterman	Strategy conference with E. Howe re sale process generally.	0.40	460.00
12/15/20	Nancy A. Peterman	Telephone conference with E. Howe and R. NeJames re bidders and how to move forward potential competing bids.	0.40	460.00
12/15/20	Nancy A. Peterman	Telephone conference with P. Corrie and B. Gleason re sale status and TSA.	0.70	805.00
12/15/20	Nancy A. Peterman	Telephone conference with C. Schreiber re competing bids.	0.40	460.00
12/15/20	Nancy A. Peterman	Telephone conference with C. Schreiber re sale objections.	0.30	345.00
12/15/20	Nancy A. Peterman	Telephone conference with E. Howe re sale hearing strategy/reply to objections.	0.30	345.00
12/15/20	Jeffrey M. Wolf	Conference call with Mr. Gleason (Phoenix), Mr. Howe (GT), Ms. Peterman (GT) and Collie re: lender credit bid and sale process (.6) follow up with GT team re same (.2).	0.80	796.00
12/16/20	Nicholas E. Ballen	Correspondence with P. Kieselbach re landlord sale objections and with N. McCullagh (Spotts Fain) and J. Lemkin (Stark) re combined discussion re sale and cure objections	0.10	55.00
12/16/20	Nicholas E. Ballen	Correspondence with S. Hoffman (GT) and directions to Donlin team re service of	0.20	110.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 71

Description of Professional Services Rendered

		notice of cancellation of auction		
12/16/20	Danny Duerdoth	Draft reply to objection of Rick Berks et al.	3.50	1,522.50
12/16/20	Danny Duerdoth	Legal research whether agreements subject of Berks et al. objection are executory contracts.	2.20	957.00
12/16/20	Danny Duerdoth	Summarize rights under agreements subject to the objection of Rick Berks et al. insert.	2.30	1,000.50
12/16/20	Danny Duerdoth	Conference with N. Peterman (GT), E. Howe (GT), S. Hoffman (GT), P. Kieselbach (GT), N. Ballen (GT), and P. Wu (GT) re: objections and sale hearing.	1.30	565.50
12/16/20	Sara Hoffman	Review of summary chart re: sale objections (0.2); review certain sale objections (0.8); call with N. Peterman, J. Wolf, E. Howe, P. Kieselbach, N. Ballen, D. Duerdoth and P. Wu re: same (1.3).	2.30	1,978.00
12/16/20	Sara Hoffman	Call with N. Ballen (GT) re: notice of cancellation of auction and resolution of cure objections.	0.20	172.00
12/16/20	Eric J. Howe	Telephone conference with C. Schrieber (W&S) to discuss sale issues	0.40	336.00
12/16/20	Eric J. Howe	Telephone conference with GT Team (N. Peterman, J. Wolf (partial) and P. Kieselbach and W&S team (C. Schreiber, J. Barry, and L. Krucks) regarding sale, transition, and sale objections	1.60	1,344.00
12/16/20	Eric J. Howe	Email correspondence with multiple objecting parties regarding revisions to sale order	1.30	1,092.00
12/16/20	Eric J. Howe	Telephone conference with GT team (N. Peterman, J. Wolf, N. Ballen, D. Duerdoth, and P. Kieselbach) to plan for sale and transition, and objections to sale	1.30	1,092.00
12/16/20	Eric J. Howe	Review and revise reply in support of sale motion	4.10	3,444.00
12/16/20	Eric J. Howe	Analyze issues related to sale objections	2.10	1,764.00
12/16/20	Peter D. Kieselbach	Revise omnibus reply (9.5); analyze issues relating to sale motion (1); telephone correspondence with lenders' counsel regarding same (1.6)	12.10	7,441.50
12/16/20	Dennis A. Meloro	Call with GT (N. Peterman, E. Howe), lenders (C. Schreiber and J. Barry) re: sale objections, proposed responses, and related issues.	1.50	1,650.00
12/16/20	Nancy A. Peterman	Telephone conference with Winston & Strawn team, E. Howe, J. Wolf re sale, transition issues.	1.50	1,725.00
12/16/20	Nancy A. Peterman	Telephone conference with B. Gleason, E. Howe re sale issues.	0.60	690.00
12/16/20	Jeffrey M. Wolf	Conference call re: sale order and objections and transition of assets to lenders (.7). Conference call with Winston and GT team re: sale objections and	1.80	1,791.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 72

Description of Professional Services Rendered

Date	Client	Description of Professional Services Rendered	Hours	Amount
12/16/20	Patrick Wu	TSA/Operating Agreement logistics (.9). E-communication with Mr. Gleason (Phoenix) re: operating transition matters. Review sale objections and update summary chart	1.80	900.00
12/17/20	Nicholas E. Ballen	Review (0.30) of case file, cure schedule and existing agreements for separate PIU agreement with Jason Stross and related correspondence (0.10) with E. Howe and D. Duerdoth (GT)	0.40	220.00
12/17/20	Danny Duerdoth	Research whether agreements with anti- assignment provisions can be assigned under section 363	4.40	1,914.00
12/17/20	Eric J. Howe	Revise reply in support of sale motion (3.7); telephone conferences (3-4) with P. Kieselbach to discuss strategy related to reply to sale objections (.8); review and comment on declaration of B. Gleason in support of sale motion (.7); telephone conference with B. Gleason regarding sale motion and declaration (.4); review and analyze lender comments to sale pleadings (.4)	6.00	5,040.00
12/17/20	Eric J. Howe	Telephone conference with T. Guifoyle (Blank Rome) and N. Peterman (GT) to discuss Stross/Berks' sale objection (.5); research regarding legal issues raised in sale objections (2.4)	2.90	2,436.00
12/17/20	Peter D. Kieselbach	Revise omnibus reply regarding sale motion	6.50	3,997.50
12/17/20	Peter D. Kieselbach	Analyze issues relating to sale motion	1.50	922.50
12/17/20	Peter D. Kieselbach	Draft sale declarations for R. NeJame and B. Gleason	1.50	922.50
12/17/20	Peter D. Kieselbach	Email correspondence with counsel for landlords	0.20	123.00
12/17/20	Dennis A. Meloro	Review draft reply and Gleason declaration in support of sale.	0.90	990.00
12/17/20	Dennis A. Meloro	Review Berks and Stross parties' sale objection, analysis of certain agreements in connection with reply to same.	0.80	880.00
12/17/20	Dennis A. Meloro	Call (.3), emails (.3) with E. Howe re: sealing issues in connection with sale reply and hearing.	0.60	660.00
12/17/20	Nancy A. Peterman	Telephone conference with C. Schreiber re UCC settlement discussions.	0.50	575.00
12/17/20	Nancy A. Peterman	Telephone conference with C. Schreiber re update on resolution with UCC.	0.20	230.00
12/17/20	Nancy A. Peterman	Telephone conference with E. Howe re noncompete issues (Strouss/Berks).	0.40	460.00
12/17/20	Nancy A. Peterman	Draft email to B. Gleason re transition process/management meetings.	0.40	460.00
12/17/20	Nancy A. Peterman	Telephone conference with C. Schreiber and E. Howe re strategy for addressing sale	0.60	690.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 73

Description of Professional Services Rendered

		objections.		
12/17/20	Nancy A. Peterman	Revise and comment on reply brief.	1.00	1,150.00
12/17/20	Jeffrey M. Wolf	Attention to sale objections (.4). E-communication with Winston and GT team re: TSA (.3). Preliminary review of TSA (.3).	1.00	995.00
12/17/20	Patrick Wu	Review sale objections and update chart summarizing same	1.70	850.00
12/18/20	Nicholas E. Ballen	Follow-up call with J. Lemkin (Stark) re sale and adequate assurance objection	0.30	165.00
12/18/20	Wendy Cathers	Finalize and circulate the Declaration of Brian Gleason in Support of Sale Motion (.1); file Declaration of Brian Gleason with the Court (.2); file Debtors' Omnibus Reply in Support of Sale Motion with the Court (.2).	0.50	157.50
12/18/20	Eric J. Howe	Telephone conference with N. Peterman (GT), J. Wolf (GT), and B. Gleason to discuss sale issues, including TSA (.7); telephone conference with B. Gleason (CRO) to discuss declaration in support of sale motion (.4); telephone conference with C. Schreiber (W&S) to discuss sale issues (.3); review and revise reply in support of sale motion (2.4); multiple telephone conferences (2-3) with P. Kieselbach to discuss reply and declarations in support of sale (.7); analyze issues related to executory contracts (.4); telephone conference with N. Ballen regarding creditor inquiries (.3); email correspondence with S. Andron, counsel to Broward county and B. Weller, counsel for Texas taxing authorities, regarding objection resolutions (.4)	5.60	4,704.00
12/18/20	Peter D. Kieselbach	Revise and finalize omnibus reply (4); revise and finalize B. Gleason declaration (.5); revise R. NeJame declaration (.5); email and telephone correspondence landlord counsel regarding sale issues (.3); analyze issues relating to service of reply (.1); analyze issues relating to sale hearing strategy (.3)	5.70	3,505.50
12/18/20	Dennis A. Meloro	Review reply in support of sale, supporting declaration, and related documents, prepare for filing.	1.20	1,320.00
12/18/20	Nancy A. Peterman	Review reply brief.	0.70	805.00
12/18/20	Nancy A. Peterman	Review B. Gleason affidavit in support of sale process/reply.	0.50	575.00
12/18/20	Nancy A. Peterman	Review R. NeJames affidavit in support of sale process.	0.40	460.00
12/18/20	Nancy A. Peterman	Exchange emails with C. Schreiber re settlement with committee.	0.40	460.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 74

Description of Professional Services Rendered

12/18/20	Nancy A. Peterman	Exchange emails with C. Schreiber re transition issues.	0.20	230.00
12/18/20	Jeffrey M. Wolf	Review and markup draft Transition Services Agreement and review APA (2.1). Conference call with Ms. Peterman (GT), Mr. Howe (GT) (.4) and conference call with Ms. Peterman (GT), Messrs. Howe (GT) and Gleason (Phoenix) (.7) re: asset sale, closing and transition of assets to lenders. Teleconference with Mr. Bigloo (GT) (.1), teleconference with Mr. Daddario (.5) re: TSA and asset sale.	3.80	3,781.00
12/19/20	Nicholas E. Ballen	Follow-up with K. Doyle and M. Karbiner (Phoenix) re draft MOR	0.20	110.00
12/19/20	Eric J. Howe	Telephone confence with C. Schreiber (W&S), L. Krucks (W&S), N. Peterman (GT), and J. Wolf (GT) to discuss sale issues, including TSA (.9); telephone conference with J. Wolf, N. Peterman, and T. Woodman (all GT) regarding insurance issues related to sale transation (.7); draft proposed sale order revisions to resolve Birks/Stross objection (.4); email to L. Krucks regarding sale order revisions (.3); review proposed sale order changes regarding taxing authority objections (.4)	2.60	2,184.00
12/19/20	Peter D. Kieselbach	Email correspondence with counsel for landlord regarding sale and lease issues	0.20	123.00
12/19/20	Dennis A. Meloro	Review lenders' reply and joinder in support of sale.	0.10	110.00
12/19/20	Nancy A. Peterman	Telephone conference with T. Woodman re D&O insurance issues during transition period.	0.50	575.00
12/19/20	Nancy A. Peterman	Telephone conference with Winston team, E. Howe re upcoming sale hearing and strategy for addressing objections.	0.70	805.00
12/19/20	Nancy A. Peterman	Follow-up strategy call with E. Howe re sale hearing.	0.40	460.00
12/19/20	Nancy A. Peterman	Draft email to client re TSA issues.	0.30	345.00
12/19/20	Jeffrey M. Wolf	Review and comment on TSA (1.4). Exchange emails with GT team re same (.2). Conference call with Mr. Schreiber (Winston), Ms. Peterman (GT), Mr. Howe (GT) regarding same (.5).	2.10	2,089.50
12/20/20	Nicholas E. Ballen	Search for certain employee benefit contracts and related documentation	0.30	165.00
12/20/20	Danny Duerdoth	Research transition service agreements in 363 sales.	3.20	1,392.00
12/20/20	Sara Hoffman	Emails with buyer's counsel re: requested documents.	0.20	172.00
12/20/20	Eric J. Howe	Telephone conference with J. Wolf (GT), N. Peterman (GT), and G. Daddario (GT) to discuss transition services agreement	2.40	2,016.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 75

Description of Professional Services Rendered

		(.8); review mark up to TSA (.3); review proposed sale order changes from counsel to landlords (.4); email correspondence with L. Krucks (W&S) regarding sale order (.3); analyze issues related to TSA (.6)		
12/20/20	Peter D. Kieselbach	Revise R. NeJame supplemental sale declaration	0.20	123.00
12/20/20	Nancy A. Peterman	Participate in call with J. Wolf, E. Howe re TSA.	1.00	1,150.00
12/20/20	Nancy A. Peterman	Telephone conference with J. Wolf re TSA issues/DIP financing issues.	0.30	345.00
12/20/20	Nancy A. Peterman	Telephone conference with B. Gleason re sale/transition issues.	0.60	690.00
12/20/20	Nancy A. Peterman	Telephone conference with C. Schreiber re TSA, sale closing, DIP financing extension.	0.50	575.00
12/20/20	Jeffrey M. Wolf	Conference call with Messrs. Daddario, Howe, Ms. Peterman re: TSA (.6) and follow up with Ms. Peterman (.3). Review and revise TSA and related discussions with Ms. Peterman and Mr. Daddario (2.6).	3.50	3,482.50
12/20/20	Patrick Wu	Review employee benefit plans on Datasite (0.5); e-mail S. Hoffman and N. Ballen employee benefit plans (0.1); cross-check employee benefit plans on Datasite with the employee benefit plans from Phoenix (0.6)	1.20	600.00
12/21/20	Nicholas E. Ballen	Review of latest draft of proposed sale order and recent revisions thereto	0.20	110.00
12/21/20	Nicholas E. Ballen	Summary of service/notice done for bidding procedures motion and sale/auction notice	0.20	110.00
12/21/20	Nicholas E. Ballen	Review of Jason Blank sale objection reply	0.20	110.00
12/21/20	Nicholas E. Ballen	Review of new proposed landlord revisions to the sale order	0.30	165.00
12/21/20	Nicholas E. Ballen	Circulation of latest draft proposed sale order to counsel for certain landlords	0.20	110.00
12/21/20	Eric J. Howe	Review and analyze additional Jason Blank objection (.5); telephone conference with C. Schreiber to discuss Jason Blank objection (.4); telephone conference with T. Guilfoyle (Blank Rome), counsel for Birks/Stross, regarding sale objection (.4)	1.30	1,092.00
12/21/20	Eric J. Howe	Review and analyze proposed APA amendment	0.60	504.00
12/21/20	Eric J. Howe	Prepare for sale hearing, including research regarding legal issues related thereto	3.20	2,688.00
12/21/20	Eric J. Howe	Telephone conference with N. Peterman to discuss sale hearing and other case issues	0.80	672.00
12/21/20	Eric J. Howe	Review and comment on R. NeJame declaration in support of sale	0.30	252.00
12/21/20	Eric J. Howe	Analyze issues related to service of sale	0.30	252.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 76

Description of Professional Services Rendered

		motion		
12/21/20	Eric J. Howe	Telephone conference with P. Corrie (independent manager), B. Gleason (CRO), B. Marsh (GT), N. Peterman (GT), and J. Wolf (GT) to discuss sale issues and strategy (.9); telephone conference with C. Schreiber (W&S) and L. Krucks (W&S), J. Wolf (GT), and N. Peterman (GT) to discuss sale issues (.7)	1.60	1,344.00
12/21/20	Eric J. Howe	Review proposed changes to sale order	0.90	756.00
12/21/20	Eric J. Howe	Telephone conferences (three) with P. Kieselbach (GT) to discuss motion in support of sale	0.70	588.00
12/21/20	Eric J. Howe	Review and comment on hearing agenda regarding sale motion	0.30	252.00
12/21/20	Peter D. Kieselbach	Analyze issues related to sale hearing (.8); draft motions in furtherance of sale and to shorten notice periods (7); revise R. NeJame sale declaration (.1); coordinate filing and service of same (.1); email and telephone correspondence with landlord counsel regarding sale issues (.3)	8.30	5,104.50
12/21/20	Dennis A. Meloro	Call with N. Peterman re: sale hearing/TSA.	0.60	660.00
12/21/20	Dennis A. Meloro	Review supplemental NeJame declaration in support of sale, prepare for filing.	0.10	110.00
12/21/20	Nancy A. Peterman	Analyze lease amendment issues and impact on sale transaction.	0.40	460.00
12/21/20	Nancy A. Peterman	Determine open issues/risks on TSA for upcoming board meeting.	0.90	1,035.00
12/21/20	Nancy A. Peterman	Review APA amendment.	0.30	345.00
12/21/20	Nancy A. Peterman	Continue to prepare for sale hearing.	1.50	1,725.00
12/21/20	Jeffrey M. Wolf	Conference call with Messrs. Gleason (Phoenix), Howe (GT), March (GT), Mses. Peterman (GT) and Corrie (YF) re: sale and TSA matters (1.2). Continued review and negotiation of TSA (.6). Conference call with Mr. Schreiber (Winston), Mses. Kruck (Winston), Peterman (GT), Mr. Howe (GT) (.6). E-communication with GT team re: sale of drafts and lease rejection (.4).	2.80	2,786.00
12/22/20	Nicholas E. Ballen	Review (0.20) of draft designation list, follow-up (0.10) with Donlin re revisions thereto and revisions thereto (0.20)	0.50	275.00
12/22/20	Nicholas E. Ballen	Review of revised proposed sale orders	0.30	165.00
12/22/20	Nicholas E. Ballen	Request (0.10) to Donlin team re drafting of designation list and call (0.20) with K. Wagner (Donlin) re designation list	0.30	165.00
12/22/20	Nicholas E. Ballen	Preparation of notice of filing and exhibits therefor for revised proposed sale order	0.60	330.00
12/22/20	Sara Hoffman	Review of emails re: de minimis asset sale/abandonment procedures (0.2);	4.10	3,526.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 77

Description of Professional Services Rendered

		prepare summary of timeline/procedures re: de minimis asset sales/abandonment (1.3); review draft documents re: de minimis asset sale notice (0.5); revise same (0.3); review/reply to emails re: designation notice (0.3); review email from counsel to certain taxing authorities re: sale order (0.1); call with E. Howe re: rejection motion and inquiry from counsel to certain taxing authorities re: sale order (0.2); call with counsel to certain taxing authorities re: sale order (0.2); email E. Howe and Winston team re: same (0.1); review of draft amended agenda (0.1); emails/discuss contracts re: employee benefit policies under sale order with P. Wu (0.3); call with N. Ballen re: same (0.5).		
12/22/20	Sara Hoffman	Review emails re: revised proposed sale order (0.5); coordinate with N. Ballen re: compilation of filing documents (0.1).	0.60	516.00
12/22/20	Eric J. Howe	Prepare for next day hearing, including legal research and analysis regarding same	5.20	4,368.00
12/22/20	Eric J. Howe	Telephone conference with N. Peterman (GT), J. Wolf (GT), C. Schreiber (W&S) and J. Krucks (W&S) regarding TSA and sale issues (.8); telephone conference with N. Peterman and J. Wolf to discuss TSA and sale issues (.4)	1.20	1,008.00
12/22/20	Eric J. Howe	Telephone conference with E. Monzo, counsel to plaintiff, regarding sale objection	0.50	420.00
12/22/20	Eric J. Howe	Draft revisions to transition services agreement	2.10	1,764.00
12/22/20	Eric J. Howe	Telephone conference with N. Peterman (GT) (partial), B. Gleason (CRO) and R. NeJame (FocalPoint) to discuss sale hearing (.8) telephone conferences (2) with J. Wisler, counsel for Cigna, regarding sale hearing (.5)	1.30	1,092.00
12/22/20	Eric J. Howe	Telephone conference with N. Peterman regarding strategy related to sale hearing	0.80	672.00
12/22/20	Eric J. Howe	Telephone conference with C. Schreiber (W&S) and L. Krucks (W&S) regarding sale order (.5); review and comment on revisions to sale order (1.3)	1.80	1,512.00
12/22/20	Eric J. Howe	Telephone conference with S. Fleischer (Barclay Damon), B. LeHane (KelleyDrye), P. Weintraub (KelleyDrye), L. Krucks (W&S), and P. Kieselbach (GT) to discuss landlord objections	0.90	756.00
12/22/20	Peter D. Kieselbach	Telephone calls with landlord counsel regarding sale issues (1.4); revise motions in furtherance of sale and to shorten notice	5.80	3,567.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 78

Description of Professional Services Rendered

		(3.2); draft B. Gleason declaration in support of same (1.1); review proposed sale order exhibit (.1)		
12/22/20	Dennis A. Meloro	Preparation for sale hearing.	1.80	1,980.00
12/22/20	Dennis A. Meloro	Review revised proposed sale order, file notice of same.	0.80	880.00
12/22/20	Dennis A. Meloro	Emails with UST and E. Howe re: revisions to proposed sale order.	0.20	220.00
12/22/20	Nancy A. Peterman	Analyze insurance issues/options for transition period.	0.40	460.00
12/22/20	Nancy A. Peterman	Telephone conference with Winston team re sale order, transition issues.	0.60	690.00
12/22/20	Nancy A. Peterman	Exchange emails with E. Manzo re class action plaintiff's objection and possible resolution of same.	0.20	230.00
12/22/20	Nancy A. Peterman	Participate in call with E. Howe, B. Gleason, R. NeJames re sale hearing prep.	0.50	575.00
12/22/20	Nancy A. Peterman	Telephone conference with E. Manzo re sale objection and possible resolution of same.	0.40	460.00
12/22/20	Nancy A. Peterman	Telephone conference with T. Woodman re insurance questions.	0.40	460.00
12/22/20	Nancy A. Peterman	Telephone conference with B. Gleason re sale related matters.	0.70	805.00
12/22/20	Jeffrey M. Wolf	Review sale order (.7). E-communication with Ms. Peterman (GT) and Mr. Howe (GT) re: lease rejection and de minimis asset sales (.3). Attention to APA and Sale Order in relation to TSA (.7).	1.70	1,691.50
12/23/20	Nicholas E. Ballen	Correspondence with P. Wu and S. Hoffman (GT) re sale hearing, continuance thereof and effect going forward	0.40	220.00
12/23/20	Nicholas E. Ballen	Drafting of proposed notice to members re sale	0.90	495.00
12/23/20	Sara Hoffman	Review emails re: revisions/proposed revisions to proposed sale order (0.3); prepare certification of counsel re: entry of sale order (0.6).	0.90	774.00
12/23/20	Sara Hoffman	Draft form certification of counsel in connection with de minimis asset sales (0.7); draft proposed form of order for de minimis asset sales (0.6).	1.30	1,118.00
12/23/20	Eric J. Howe	Telephone conference with E. Monzo, counsel for Jason Blank, and N. Peterman (GT) regarding potential resolution of sale issues (.4); telephone conference with D. Simonds and C. Bryant (both HoganLovells) regarding sale issues following sale hearing (.4); telephone conference with C. Schreiber (W&S) regarding sale issues after sale hearing (.3); telephone conference with B. March, J. Wolf, and N. Peterman to discuss sale	1.50	1,260.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 79

Description of Professional Services Rendered

		hearing (.4)		
12/23/20	Eric J. Howe	Review and revise potential notice to members regarding sale	0.90	756.00
12/23/20	Peter D. Kieselbach	Attend sale hearing (2.3); analyze issues relating to sale notice (.4)	2.70	1,660.50
12/23/20	Nancy A. Peterman	Draft email update to B. Gleason, P. Corrie re sale hearing and TSA.	0.30	345.00
12/23/20	Nancy A. Peterman	Telephone conference with B. March, J. Wolf, E. Howe re sale hearing and next steps.	0.40	460.00
12/23/20	Nancy A. Peterman	Telephone conference with P. Corrie re update on sale hearing/process.	0.30	345.00
12/23/20	Nancy A. Peterman	Discussions with Winston team throughout day regarding resolution of outstanding sale issues.	0.70	805.00
12/23/20	Nancy A. Peterman	Consider options for addressing Court's and objector's issues regarding Membership agreements and assignment of same.	0.70	805.00
12/23/20	Nancy A. Peterman	Telephone conference with B. Gleason re options for membership agreements/notice.	0.40	460.00
12/23/20	Nancy A. Peterman	Draft email response to UCC counsel re status of sale issues.	0.10	115.00
12/23/20	Nancy A. Peterman	Telephone conference with E. Monzo re outstanding objection.	0.20	230.00
12/23/20	Jeffrey M. Wolf	E-communication and teleconferences with Ms. Peterman (GT), Ms. Corrie (YF), Messrs. Howe (GT), March (GT) and Gleason (Phoenix) re: sale hearing and strategy.	0.70	696.50
12/23/20	Patrick Wu	Analyze insurance policies and contracts for the employment benefit plans (1.7), correspondence with M. Steinman (Hogan Lovells) and C. Bryant (Hogan Lovells) regarding the same (0.3), confer with D. Mayer (YouFit) regarding the same (0.5); analyze schedules of assets and liabilities regarding employee benefits (0.3); analyze the asset purchase agreement regarding the employee benefits (0.3)	3.10	1,550.00
12/23/20	Patrick Wu	Draft the notice of continued hearing for the sale motion (0.9); analyze the disclosure schedules to the APA (0.7)	1.60	800.00
12/24/20	Eric J. Howe	Telephone conference with C. Schreiber (W&S), G. Gartland (W&S), N. Peterman (GT), and B. Gleason (CRO) to discuss sale issues	0.20	168.00
12/24/20	Eric J. Howe	Telephone conference with D. Mayer (CFO), insurance broker, L. Krucks (W&S), and M. Steinman (Hogan Lovells) regarding insurance issues	0.30	252.00
12/24/20	Eric J. Howe	Revise member notice	0.40	336.00
12/24/20	Eric J. Howe	Review proposed sale order	0.70	588.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 80

Description of Professional Services Rendered

12/24/20	Dennis A. Meloro	Review updated draft of proposed sale order.	0.40	440.00
12/24/20	Dennis A. Meloro	Call with N. Peterman re: open sale issues.	0.30	330.00
12/24/20	Patrick Wu	Analyze the disclosure schedules to the APA (0.9) analyze the LTD policy (0.3); confer with M. Steinman (Hogan Lovells), K. Miramadi (Mackinac), L. Maro (Cundy), D. Mayer (YouFit), E. Howe, and N. Ballen regarding insurance policis issues (0.4)	1.60	800.00
12/26/20	Avi Benayoun	Draft and review multiple correspondence re proposed Arizona draft sale.	0.30	186.00
12/26/20	Eric J. Howe	Review and revise proposed sale order	0.90	756.00
12/26/20	Eric J. Howe	Review and revise notice to members and notice regarding challenge period (1.4); analyze issues related to member notice (.4)	1.80	1,512.00
12/26/20	Eric J. Howe	Telephone conference with N. Peterman to discuss multiple sale issues	0.40	336.00
12/26/20	Eric J. Howe	Analyze issues related to de minimis asset sales	0.30	252.00
12/26/20	Dennis A. Meloro	Review revised proposed sale order.	0.20	220.00
12/26/20	Nancy A. Peterman	Telephone conference with E. Howe re open items for sale hearing and DIP financing extension and strategy for addressing same.	0.40	460.00
12/26/20	Nancy A. Peterman	Review and respond to email from E. Howe re sale of membership lists at rejected locations.	0.30	345.00
12/26/20	Nancy A. Peterman	Review and comment on revised sale order.	0.40	460.00
12/26/20	Jeffrey M. Wolf	Attention to sale order (.2). E-communicaiton with Messrs. Howe (GT), Gleason (Phoenix), Ms. Peterman (GT), Mr. March (GT) (.2).	0.40	398.00
12/27/20	Danny Duerdoth	Revise COC amending de minimis asset sale order.	0.30	130.50
12/27/20	Danny Duerdoth	Revise form of omnibus rejection motion.	0.40	174.00
12/27/20	Danny Duerdoth	Draft notice of de minimis sale of assets for AZ clubs.	1.70	739.50
12/27/20	Danny Duerdoth	Draft COC of de minimis sale of assets for AZ clubs.	0.40	174.00
12/27/20	Danny Duerdoth	Revise second omnibus motion for rejection of executory contracts and leases.	0.50	217.50
12/27/20	Danny Duerdoth	Draft proposed order of de minimis sale of assets for AZ clubs.	0.60	261.00
12/27/20	Sara Hoffman	Review emails from R. Gayle and E. Howe re: desired draft sales (0.3); emails with D. Duerdoth re: preparation of requisite notice, certification of counsel and proposed order (0.1); review of draft notice, certification of counsel and proposed order (0.1).	0.50	430.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 81

Description of Professional Services Rendered

Date	Client	Description of Services	Hours	Amount
12/27/20	Eric J. Howe	Draft purchase agreement related to de minimis asset sale of membership drafts (1.3); email with R. Gayle (Phoenix) regarding membership draft sale (.4)	1.70	1,428.00
12/27/20	Eric J. Howe	Review revisions to sale order (.5); draft notice of filing for revised proposed sale order (1.5); multiple rounds of revisions to sale order (2.1)	4.10	3,444.00
12/27/20	Eric J. Howe	Telephone conferences (2-3) with C. Schreiber (W&S) regarding next day sale hearing and potential resolutions (.8); telephone conference with N. Peterman (GT) regarding next day sale hearing (.5)	1.30	1,092.00
12/27/20	Eric J. Howe	Revise member notice and draft objection instructions	1.40	1,176.00
12/27/20	Dennis A. Meloro	Review/revise certification and proposed amended de minimis asset procedures order.	0.30	330.00
12/27/20	Dennis A. Meloro	Review revised proposed sale order, revise notice of same, file notice and exhibits (.8); emails with E. Howe and N. Peterman re: same (.1).	0.90	990.00
12/27/20	Nancy A. Peterman	Review and comment on various sale order comments from Blank, puntative members' representative and Lenders' counsel.	0.80	920.00
12/27/20	Nancy A. Peterman	Strategy conference with E. Howe re sale hearing and open issues.	0.80	920.00
12/27/20	Nancy A. Peterman	Review and comment on draft notice re 75 day investigation period.	0.20	230.00
12/27/20	Nancy A. Peterman	Review and comment on draft notice to members re sale of membership rights.	0.20	230.00
12/28/20	Nicholas E. Ballen	Revisions to member sale notice	0.60	330.00
12/28/20	Nicholas E. Ballen	Instructions to A. Logan (Donlin) re revisions to members sale notice web page	0.20	110.00
12/28/20	Nicholas E. Ballen	Proof of mock up of member sale objection filing instructions on case web page	0.30	165.00
12/28/20	Danny Duerdoth	Revise notice of de minimis sale of assets for Manatee Investments.	0.70	304.50
12/28/20	Danny Duerdoth	Revise notice of de minimis sale of assets for AZ clubs.	2.20	957.00
12/28/20	Danny Duerdoth	Revise COC amending de minimis asset sale order.	0.20	87.00
12/28/20	Danny Duerdoth	Revise second omnibus motion for rejection of executory contracts and leases.	0.90	391.50
12/28/20	Sara Hoffman	Review emails re: revised proposed sale order (0.5); update draft certification of counsel re: entry of sale order (0.8); draft certification of counsel re: motion to amend DIP credit agreement (0.9).	2.20	1,892.00
12/28/20	Eric J. Howe	Telephone conference with E. Monzo, counsel for Jason Blank, and C. Schreiber (W&S) to discuss potential resolution of sale objection (.5); follow up emails with	0.80	672.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 82

Description of Professional Services Rendered

		E. Monzo and C. Schreiber regarding potential resolution (.3)		
12/28/20	Eric J. Howe	Review and comment certifications of counsel and revised orders regarding sale order and order extending DIP financing	0.90	756.00
12/28/20	Eric J. Howe	Emails with S. Fleischer and other landlord counsel regarding resolution of sale objections	0.40	336.00
12/28/20	Eric J. Howe	Conference with P. Kieselbach (GT) to discuss legal research regarding sale objections	0.30	252.00
12/28/20	Eric J. Howe	Review and revise purchase agreements regarding Arizona draft sales	0.90	756.00
12/28/20	Eric J. Howe	Multiple (2-3) telephone conferences with C. Schreiber (W&S) regarding sale hearing	0.80	672.00
12/28/20	Peter D. Kieselbach	Revise and finalize sale order and exhibits (1); revise certificate of counsel for same (.5); revise and finalize proposed order regarding DIP extension (.3); revise certificate of counsel regarding same (.3); analyze issues relating to sale and member notice period (1); analyze issues relating to landlord request for adequate assurance information (.4)	3.40	2,091.00
12/28/20	Nancy A. Peterman	Strategy conference with E. Howe re next steps (sale hearing to closing).	0.60	690.00
12/29/20	Nicholas E. Ballen	Call with E. Howe re member sale notice	0.10	55.00
12/29/20	Nicholas E. Ballen	Coordination of transmission and posting of member sale notice and instructions, with R. Gayle (Phoenix), A. Logan (Donlin) and E. Howe (GT)	0.80	440.00
12/29/20	Nicholas E. Ballen	Review of informal member sale objections	0.10	55.00
12/29/20	Danny Duerdoth	Revise notice of de minimis sale of assets for AZ clubs.	1.30	565.50
12/29/20	Danny Duerdoth	Revise COC re: order authorizing sale of de minimis sale of assets for AZ clubs.	0.40	174.00
12/29/20	Danny Duerdoth	Revise form COC requesting entry of order authorizing de minimis asset sale.	0.50	217.50
12/29/20	Eric J. Howe	Telephone conference with N. Ballen to discuss sale notices (.3); review and comment on final sale notices (.3)	0.60	504.00
12/29/20	Eric J. Howe	Review multiple member sale objections	0.40	336.00
12/29/20	Eric J. Howe	Review legal issues research regarding sale and potential objections	0.70	588.00
12/29/20	Eric J. Howe	Analyze multiple issues related to transition services agreement	0.60	504.00
12/29/20	Eric J. Howe	Telephone conference with H. McCullum to discuss de minimis asset sale (.1); telephone conference with D. Meloro to discuss de minimis asset sales (.4); telephone conference with R. Gayle to discuss lease rejections and de minimis asset sales (.5)	1.00	840.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 83

Description of Professional Services Rendered

12/29/20	Eric J. Howe	Multiple revisions to notice of Arizona draft sale	0.40	336.00
12/29/20	Dennis A. Meloro	Finalize and file certification and proposed order re: amended de minimis asset procedures (.2); upload order for signature (.1).	0.30	330.00
12/29/20	Dennis A. Meloro	Review, finalize, file notice and certification and upload proposed order on de minimis asset sale (.4); call with E. Howe re: same (.2).	0.60	660.00
12/29/20	Nancy A. Peterman	Telephone conference with E. Howe re customer notices.	0.20	230.00
12/29/20	Patrick Wu	Analyze the Sale Order (0.6); review objections to sale of membership assets (0.8)	1.40	700.00
12/30/20	Nicholas E. Ballen	Review of member sale objections	0.30	165.00
12/30/20	Nicholas E. Ballen	Revisions to member sale objection chart	0.30	165.00
12/30/20	Danny Duerdoth	Revise notice of de minimis sale of assets for Manatee Investments.	0.50	217.50
12/30/20	Eric J. Howe	Email correspondence with R. Gayle (Phoenix) regarding draft sales (.2); email to D. Duerdoth (GT) regarding Arizona equipment sale notice (.2)	0.40	336.00
12/30/20	Eric J. Howe	Telephone conference with B. Gleason (CRO) regarding member sale objections (.3); telephone conference with C. Schreiber (W&S) regarding member objections and potential objection from Jason Blank (.6)	0.90	756.00
12/30/20	Eric J. Howe	Telephone conference with P. Kieselbach regarding legal research regarding member objections (.3); analyze issues related to member objections (.8)	1.10	924.00
12/30/20	Peter D. Kieselbach	Analyze issues relating to J. Blank sale objection	0.40	246.00
12/30/20	Dennis A. Meloro	Review, file notice of de minimis asset sale (Manatee) (.2); email with D. Duerdoth re: service of notice (.1).	0.30	330.00
12/30/20	Patrick Wu	Analyze objections to sale of membership assets (1.5); analyze sale order (0.1)	1.60	800.00
12/31/20	Patrick Wu	Analyze objections to sale of membership assets (0.4); analyze sale order (0.8); analyze amendment to de minimis assets order filed (0.3)	1.50	750.00

Total Hours: 382.60

Total Amount: \$ 289,005.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 84

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 838,

SALE OF PROPERTY

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Avi Benayoun	0.30	620.00	186.00
Eric J. Howe	115.60	840.00	97,104.00
Dennis A. Moloro	14.50	1,100.00	15,950.00
Nancy A. Peterman	38.70	1,150.00	44,505.00
Jeffrey M. Wolf	21.70	995.00	21,591.50
Nicholas E. Ballen	12.70	550.00	6,985.00
Danny Duerdoth	45.80	435.00	19,923.00
Sara Hoffman	22.20	860.00	19,092.00
Peter D. Kieselbach	71.40	615.00	43,911.00
Patrick Wu	39.20	500.00	19,600.00
Wendy Cathers	0.50	315.00	157.50
Totals:	382.60	755.37	\$ 289,005.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 85

Description of Professional Services Rendered

TASK CODE: 845 TAX MATTERS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/03/20	Dennis A. Meloro	Review CNO and proposed final order on tax motion, prepare for filing/submission.	0.20	220.00
12/08/20	Sara Hoffman	Email to E. Howe re: D&O policy information.	0.20	172.00
12/15/20	Sara Hoffman	Review emails re: responding to taxing authority information request (0.1); email taxing authority creditor re: same (0.1); review emails re: response from taxing authority creditor re: sale objection (0.3); email P. Kieselbach, N. Ballen, D. Duerdoth and P. Wu re: same (0.2).	0.70	602.00
12/17/20	Bruce I. March	Call with Gleason and Lipshitz re payroll tax issues	0.40	440.00
Total Hours:			1.50	
Total Amount:				\$ 1,434.00

TIMEKEEPER SUMMARY FOR TASK CODE 845,

TAX MATTERS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Bruce I. March	0.40	1,100.00	440.00
Dennis A. Meloro	0.20	1,100.00	220.00
Sara Hoffman	0.90	860.00	774.00
Totals:	1.50	956.00	\$ 1,434.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 86

Description of Professional Services Rendered

TASK CODE: 964 SECOND DAY MOTIONS

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/01/20	Nicholas E. Ballen	Correspondence with P. Kieselbach (GT) and S. Hoffman (GT) re landlord objection to DIP financing	0.10	55.00
12/01/20	Nicholas E. Ballen	Follow-up correspondence (0.10) with H. McCollum (UST) re resolution of comments to ordinary course professionals motion and related correspondence (0.20) with P. Wu (GT) re revisions to ordinary course professionals order	0.30	165.00
12/01/20	Nicholas E. Ballen	Review (0.10) of revised ordinary course professionals order prepared by P. Wu (GT) and correspondence (0.10) with P. Wu and then H. McCollum (UST) re same	0.20	110.00
12/01/20	Sara Hoffman	Review of draft email to UST re: comments to second day filings (0.2); reply email re: same (0.2).	0.40	344.00
12/01/20	Sara Hoffman	Summary email for lenders on status of second day motions/orders.	0.80	688.00
12/01/20	Sara Hoffman	Call with E. Howe re: summary of open items for second day hearing.	0.50	430.00
12/01/20	Sara Hoffman	Call and email to counsel for Maricopa county treasurer re: motions.	0.20	172.00
12/01/20	Eric J. Howe	Email to C. Schreiber and L. Krucks regarding status of second day motions and objections	0.50	420.00
12/01/20	Eric J. Howe	Telephone conference with N. Peterman to discuss second day motions and objections	0.40	336.00
12/01/20	Patrick Wu	Draft the application to retain ordinary course professionals to reflect the U.S. Trustee's comments (0.7); e-mail M. Karbiner, K. Doyle (Phoenix), and D. Mayer (YF) regarding ordinary course professionals order updates (0.1); review de minimis asset sale motion objections (0.4)	1.20	600.00
12/02/20	Sara Hoffman	Call with E. Howe (GT) and L. Kruck (lenders' counsel) re: proposed changes/issues with second day pleadings.	0.50	430.00
12/02/20	Sara Hoffman	Coordinate review with N. Ballen and review draft CNOs and CoCs for certain first day and second day pleadings (1.2); email with N. Ballen re: communications with UST re: outstanding issues with second day matters (0.3); review of emails re: leases/contracts to be rejected (0.3); review of draft CNOs and COCs for second day matters (1.0).	2.80	2,408.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 87

Description of Professional Services Rendered

12/02/20	Sara Hoffman	Review/reply to emails re: second day hearing matters.	0.90	774.00
12/02/20	Eric J. Howe	Telephone conference with L. Krucks (W&S) and S. Hoffman (GT) to discuss second day motions	0.50	420.00
12/02/20	Nancy A. Peterman	Address second day hearing issues.	0.50	575.00
12/02/20	Patrick Wu	E-mail D. Meloro (GT) and W. Cathers (GT) regarding the certifications of counsel for the second day motions.	0.30	150.00
12/02/20	Patrick Wu	Draft the general certification of counsel for the second day motions template.	0.50	250.00
12/02/20	Patrick Wu	E-mail S. Hoffman and N. Ballen regarding the certifications of counsel and certificates of no objection (0.1); correspondence with S. Hoffman regarding the certifications of counsel and certificates of no objection for the second day motions (0.3); correspondence with N. Ballen regarding the certifications of counsel and certificates of no objection for the second day motions (0.3)	0.70	350.00
12/02/20	Patrick Wu	Draft the certification of counsel for the utility motion (0.6); draft the certification of counsel for the DIP financing motion (0.3); draft the certificate of no objection for the cash management motion (0.4); draft the certification of counsel for the creditor matrix motion (0.4); draft the certificate of no objection for the tax motion (0.4); e-mail S. Hoffman and N. Ballen regarding the certifications of counsel and certificates of no objection for the first day motions (0.1); correspondence with S. Hoffman regarding the certifications of counsel and certificates of no objection for the first day motions (0.1); correspondence with N. Ballen regarding the certifications of counsel and certificates of no objection for the first day motions (0.1)	2.40	1,200.00
12/03/20	Nicholas E. Ballen	Revisions to certification of counsel and black line for order on creditor matrix motion	0.30	165.00
12/03/20	Sara Hoffman	Review/revise draft notices for certain revised orders for first and second day motions.	2.90	2,494.00
12/03/20	Patrick Wu	Draft the notice of filing for the revised proposed final DIP order (0.5); draft the final order for the creditor matrix motion (0.9); draft the exhibits for the certificate of no objection for the tax motion (0.8); draft the exhibits for the certificate of no objection for the cash management order	5.50	2,750.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 88

Description of Professional Services Rendered

		(0.8); draft the exhibits for the certification of counsel for the creditor matrix motion (0.7); draft the certification of counsel for the utility motion (0.6); draft the notice of revised DIP budget (1.0); correspond with N. Ballen regarding the certificates of no objection and certifications of counsel for the first day motions (0.1); correspond with S. Hoffman regarding the certificates of no objection and certifications of counsel for the first day motions (0.1)		
12/04/20	Eric J. Howe	Email with C. Schreiber (Winston) and with counsel for taxing authorities regarding rejection order	0.30	252.00
12/28/20	Nicholas E. Ballen	Review (0.30) of OCP order and motion, preparation (0.10) of standalone OCP declaration template and explanation (0.30) re OCP declarations and related process for D. Mayer (YouFit) and Phoenix team	0.70	385.00
12/28/20	Eric J. Howe	Email with B. Gleason (CRO) regarding potential ordinary course professional	0.30	252.00
12/29/20	Nicholas E. Ballen	Review (0.10) of OCP declaration chart prepared by K. Doyle (Phoenix) and follow-up (0.10) re same with D. Mayer (YouFit) and P. Cunningham (Varitas)	0.20	110.00
12/30/20	Nicholas E. Ballen	Review (0.20) of ordinary course professional chart with information from D. Mayer (YouFit) and P. Cunningham (Varitas) and follow-up (0.20) with P. Cunningham to obtain additional information	0.40	220.00
12/30/20	Nicholas E. Ballen	Drafting of correspondence to various ordinary course professionals re ordinary course professional declarations	1.30	715.00
12/30/20	Nicholas E. Ballen	Response to multiple inquiries from P. Cunningham (Varitas) re ordinary course professional compensation process	0.40	220.00
12/30/20	Nicholas E. Ballen	Correspondence with D. Mayer (YouFit) in response to inquiry re certain ordinary course professionals and prioritizing authorization to employ the same	0.20	110.00
12/30/20	Nicholas E. Ballen	Updates to ordinary course professionals tracking chart	0.20	110.00
12/31/20	Nicholas E. Ballen	Responses (0.60) to various ordinary course professional inquiries re OCP declarations and review (0.20) of declarations received	0.80	440.00
12/31/20	Nicholas E. Ballen	Further updates to chart tracking ordinary course professional declaration responses	0.10	55.00

Total Hours: 27.30

Total Amount: \$ 18,155.00

Invoice No.: 5578625
Matter No.: 157998.010800

Page 89

Description of Professional Services RenderedTIMEKEEPER SUMMARY FOR TASK CODE 964,

SECOND DAY MOTIONS

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Eric J. Howe	2.00	840.00	1,680.00
Nancy A. Peterman	0.50	1,150.00	575.00
Nicholas E. Ballen	5.20	550.00	2,860.00
Sara Hoffman	9.00	860.00	7,740.00
Patrick Wu	10.60	500.00	5,300.00
Totals:	27.30	665.02	\$ 18,155.00

Invoice No.: 5578625
 Matter No.: 157998.010800

Page 90

Description of Professional Services Rendered

TIMEKEEPER ACTIVITY GRAND TOTAL SUMMARY

<u>Timekeeper Name</u>	<u>Hours Billed</u>	<u>Rate</u>	<u>Total \$ Amount</u>
Avi Benayoun	15.90	620.00	9,858.00
Gregory Daddario	8.40	795.00	6,678.00
Dana Hooper	5.10	585.00	2,983.50
Eric J. Howe	183.80	840.00	154,392.00
Bruce I. March	3.20	1,100.00	3,520.00
Daniel D. McCawley	12.70	790.00	10,033.00
Dennis A. Meloro	61.30	1,100.00	67,430.00
Nancy A. Peterman	63.20	1,150.00	72,680.00
Jeffrey M. Wolf	32.30	995.00	32,138.50
Thomas L. Woodman	13.30	1,055.00	14,031.50
Nicholas E. Ballen	113.70	550.00	62,535.00
Zachary O. Bazara	5.20	475.00	2,470.00
Samuel Bookhardt	16.30	400.00	6,520.00
Danny Duerdoth	61.90	435.00	26,926.50
Sara Hoffman	87.30	860.00	75,078.00
Matthew Hoxsie	8.50	315.00	2,677.50
Peter D. Kieselbach	74.60	615.00	45,879.00
Steven M. Levick	41.70	450.00	18,765.00
Cushla E. Talbut	6.70	455.00	3,048.50
Patrick Wu	126.60	500.00	63,300.00
Sandy Bratton	15.10	375.00	5,662.50
Wendy Cathers	27.60	315.00	8,694.00
Totals:	984.40	706.32	\$ 695,300.50